MARVEL MASTERWORKS
THE AMAZING SPIDER-MAN
VOLUME 25

THE AMAZING SPIDER-MAN Nos. 263-270
ANNUAL No. 19 & WEB OF SPIDER-MAN Nos. 1 & 6
TOM DEFALCO & RON FRENZ

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

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COLLECTING

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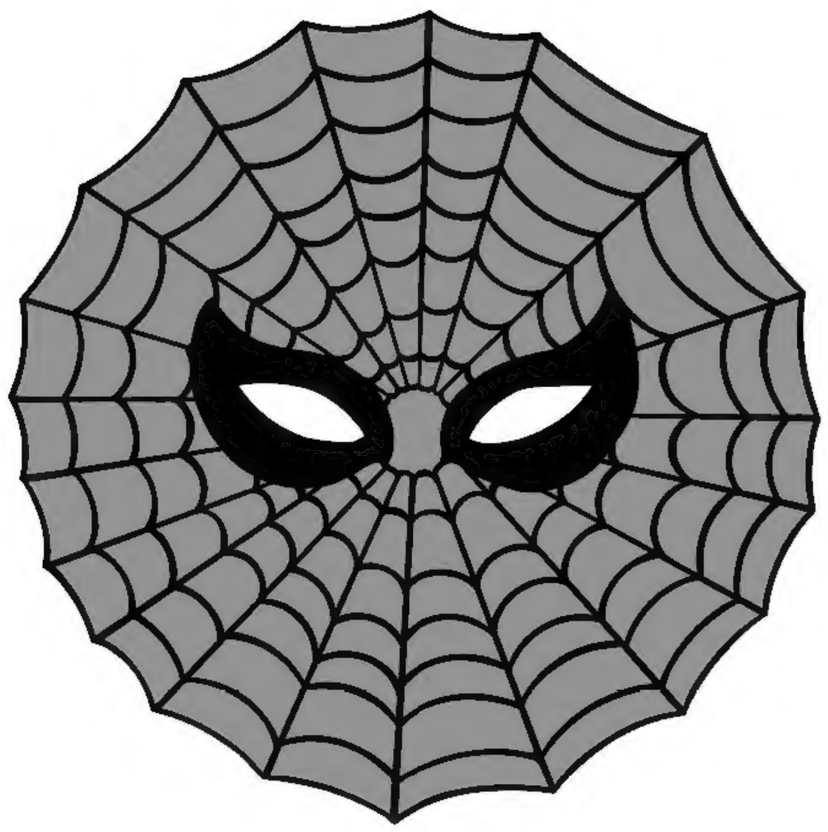
TOM DEFALCO • RON FRENZ



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MARVEL MASTERWORKS

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INTRODUCTION
BY CHRISTOPHER PRIEST

So, there was this meeting.

It may surprise you to know what comic-book editors do all day. They read, and then they meet. And then they read some more. And the meetings usually get in the way of the reading and, frankly, of everything else an editor has to do on any given day. Nobody likes the meetings but meet they must.

At this particular meeting, Marvel Editor-in-Chief Jim Shooter was doing his periodic reshuffling of editorial assignments. I assume this was done to keep the creative energy strong by moving books, and even franchises, from one editorial team to another.

The impetus for this occasion was that Editor Danny Fingeroth, a lanky, congenial Jimmy Olsen type, was leaving staff to write *Web of Spider-Man* and, later, *Darkhawk* (created by artist Mike Manley along with the lead writer for this Masterworks volume, former Marvel Editor-in-Chief Tom DeFalco).

Replacing Danny in the editorial lineup was editor Larry Hama's assistant, a kid barely into his twenties and someone handpicked by Shooter seven years prior to succeed John Romita Jr. as key operator of the Marvel Bullpen's copy machine.

Junior editors were usually given junior assignments: licensed properties, special projects. Things involving puppets. Thus, the goal of this latest meeting no one wanted to attend was to divvy up Danny's Spider-Man franchise and shuffle things around so the new kid could edit *Disco Dazzler* and *Spud-Boy: Solanum of Mars*.

Except an odd thing happened: Shooter put the Spider franchise up for grabs, but nobody grabbed it. Everyone was pretty happy where they were. Which meant the new kid would inherit Marvel's signature character and the company's second most important franchise. And there I was, Goof Boy the Spider-Editor.

I read my first Spider-Man comic in 1971, an issue that made national headlines because Stan Lee—at the behest of the Nixon administration—bravely defied the Comics Code Authority to publish *The Amazing Spider*-Man #96-98 (May-July 1971) without the CCA's seal of approval. This meant some, possibly many, retailers might not carry the comic out of concern that the issue contained material not suitable for children. Which was, of course, absurd. Actually, the fact the book did not carry the CCA stamp is actually what made my mom aware of it. She believed the issue's subject matter, about Peter Parker's best friend Harry Osborn's drug addiction, was an important life lesson for me.

Prior to that time, I had some vague idea of who Spider-Man was, but I was a DC Comics fan. I was into Jimmy Olsen and Beppo the Super-Monkey. *The Amazing Spider-Man #96* literally changed my life. Instead of some alternate reality Pleasantville, Marvel comics took place in a world I recognized, on the streets I walked down, in what Stan called "the world outside our window."

The book's hero was, gasp, *funny*. He had girl problems, he had rent problems, he was misunderstood and mistrusted. I can't overstress what an earthquake *ASM* #96 and the successive issues were. Writer Stan Lee, along with artists Gil Kane and inker John Romita, heavily influenced my life.

I wanted to write like that. I wanted to produce comics like that: relevant, impactful, hilarious one moment, shocking and tragic the next. A bit more than a decade later, I was sitting in the wobbly, cracked-vinyl chair behind an ancient, rusting desk, as the newly anointed prince of Spider-Hill.

I'm sure somebody thought, well, this will be okay. After all, the three ongoing Spider-titles were being written by senior Marvel editors. How much trouble could the kid get into? Answer: a lot.

I won't dwell on the trouble, but I also don't want to be disingenuous about it. With this volume, we are now entering a fairly tumultuous time in Spider-history. It's possible the reason I am writing this introduction and not any number of better qualified persons is it is difficult to comment on this time period without pointing out what a jerk I was, and those involved are certainly too classy to do that. So I'll do it.

I was a jerk. The painful moral of the story is that a lot more goes into editing comics than just editing comics. Building and maintaining relationships is also key, and that's something I wasn't taught and didn't learn until much later.

Without making excuses, it is also important to point out this was a time of change and upheaval at Marvel after Stan Lee transitioned out of his tenure in editorial command in order to build what is now the Hollywood juggernaut.

Stan was succeeded by Shooter, my rabbi, my sponsor, a guy who plucked me from obscurity when I was seventeen. Jim wanted to make better comics and make them on time, and Marvel's editors were routinely clotheslined by that cat's cradle of diametrically opposing goals.

By Spider-Editor time, I was barely 23, a junior editor with no political power. Shooter was Galactus. People presuming I was somehow acting independently or in defiance of Galactus are just kidding themselves. I caution you that this is my version of stuff. Other people surely have their own recollections but I'm the guy typing at the moment. Now, understanding the foregoing, let us launch headlong into the Spider-Verse.

Spider-Man has been blessed to have had some of the best writers in the business writing for him, not the least of which was, of course, Stan Lee himself, joined by the wonderful Steve Ditko. On any given list of great Spider-Writers, former Marvel Editor-in-Chief Tom DeFalco has to rank in the single digits.

Tom is one of the most historically underrated if not underappreciated writers and editors in comics history. Not only did Tom write one of the best Spider-Man runs ever published, as this volume will attest, but Marvel itself saw explosive, historic growth under his tenure as Editor-in-Chief a few years later. I'm baffled as to why there isn't a wall plaque somewhere (or maybe there is) commemorating Tom's steadfast guidance of the company at a critical time in its history.

The Amazing Spider-Man was blessed to have the consistency of Tom's creativity and amiable voice guiding it. Paired with penciler Ron Frenz, he and Ron created a vibe that paid homage to Stan and Steve while still having a (for the time) modern flair.

Within the franchise, there was no official "head writer" position, but that's how I saw things: Tom and Ron ran the show. In those days, Tom was a good friend as well as my direct supervisor. I began most days in his office scarfing down bagels ("with a schmear") and coffee, and we ended more than a few long nights with a drive out to Tom's house.

His plotting seemed effortless, which it wasn't, and his sense of humor bubbled up through the newsprint and out of Peter's mouth. Editing Tom and Ron, if you want to call it "editing," was also effortless. I saw mine as a support role, to provide the resources they needed to do their thing, not tell them how to do it (too often my modus operandi for others).

Adding inker Josef Rubinstein to the mix was, I thought, a stroke of Fingeroth's genius. Joe's ink style was a contemporary blend of styles pioneered by legends Dick Giordano, Neal Adams, Stan Drake and others. Joe brought a freshness and crispness to Ron's work that created a winning, modern look, which,

like a new Dodge Challenger, also paid respect to the famous classic. Tom and Ron had an obvious love affair with the character and the legendary talent who had created him.

And then came that meeting.

Goof Boy began running up the down escalator almost immediately by trying to innovate with some outside-the-box thinking. Of course, change entails a kind of hero-slash-goat scenario within which operating outside of norms tended to magnetize scrutiny and ridicule.

A prime example is my commissioning a painted cover for Marvel's important new launch, *Web of Spider-Man*. For this I tapped fine artist Charles Vess, whom I knew through artist Michael Kaluta, with whom I had worked on *Conan the King*.

There was a lot of fuss in the office about it. Vess, whose watercolors were about as far away from Ditko as any art could get, created an epic and breathtaking *Web* #1 cover which, years after, flipped the hero/goat thing for me as it is now a highly valued collectible.

Web #1 was produced by Danny, written by Editor Louise ("Weezie") Simonson, penciled by my former *Power Man & Iron Fist* artist Greg LaRocque and inked by veteran Marvel inker Jim Mooney.

I met the then-Weezie Jones in 1980 when she was moving into her Marvel office, taking stuff out of boxes. I was instantly won over by how incredibly kind she was. She had an effervescent playfulness I could fake for short spurts but never fully pull off.

I'm sure I never expressed how much I admired her and appreciated her friendship, influence and unimaginable patience with me. I'm also sure I never once stopped to consider the historic nature of Weezie, the first woman to become a lead editor in super-hero comics, mentoring the man who would become the first Black lead editor in super-hero comics.

Tom and Ron's clever Black Fox story was running late, so *Amazing* #264 became a fill-in issue slotted to make our shipping date. In those days, editors were encouraged to acquire inventory stories—done-in-one episodes we could keep in a drawer in case of such emergencies. Fill-in stories also gave us opportunities to try out new talent and experiment with new ideas.

Assistant Editor Craig Anderson's "Red 9 and Red Tape!" was one such story, illustrated by Marvel staffer Paty, wife of legendary "New" X-Men co-creator Dave Cockrum. More a cartoonist than a super-hero artist, Paty's unconventional style marked a radical shift in tone for the book and not well-received (goat), but we made shipping (hero).

Tom and Ron returned for *Amazing* #265, introducing Silver Sable as a potential new love interest, but scheduling problems persisted. It was probably my idea to slot in a couple of fill-ins and push the prime team back in order to make sure they were available for the all-important *Secret Wars II* crossover in *Amazing* #268. At least, that sounds like something I'd have done.

It was around here somewhere that I made the mistake of asking Ron to not make Peter Parker's head quite so flat (see #265, page 12, panel 4). In some shots, Petey was starting to look like the villain Hammerhead, and I think I made a joke about it while introducing myself to Ron over the phone, which, in retrospect, was probably not one of my finest moments (presuming I actually had any).

I later learned inker Josef Rubinstein was at least partly to blame for Hammerhead Parker. Joe and I had known each other for years, and I blame him for many, many things. Joe shrugged off my flat-head comment as no biggie and we never saw HammerParker again.

My next popular move was buying trial scripts from Marvel sales and promotion guy Peter David. There was a kind of Sharks vs. Jets intraoffice silliness between Sales and Editorial that I wasn't actually aware of and probably didn't care about. PAD is a tremendous writer with a hilarious, fresh take not just on Spider-Man but the entirety of the Marvel universe.

At my greatly advanced age, I can't remember how Peter and artist Sal Buscema's hilarious battle of the Tubby Titans, "Jump for My Love or Spring Is in the Air" landed into our monthly series as *ASM* #266, but I assume it was scheduling. This was one of Marvel's earliest examples of a kind of comedic existentialism, the ability for creative talent to step outside of the medium and be observational about it in clever ways. That facility is a prime engine of Peter David's writing and few people are better at it than he. For example—

—issue #267's "The Commuter Cometh!", fully illustrated by the wonderful Bob McLeod. I have repeatedly used "Cometh" as a comics teaching tool for How You Do This Thing. To be fair, my How You Do This Thing was taught to me by DeFalco: Make lists of character attributes, see where they intersect.

PAD seemed to add his own variance: Find ways to throw a wrench into the characters' plans. Peter is a master of that technique wherein you draw out your standard super-hero plot and find the best place to ruin it.

I personally cannot recall there ever once being a story where Spider-Man had to function in the suburbs, where his primary mode of operation—swinging from skyscrapers—would not be available to him and where he and his brightly colored leotard would be loudly conspicuous. To be honest, Mr. David had me at the elevator pitch.

Secret Wars II, as did Marvel's original *Secret*, pulled everybody's numbers up, bringing Tom and Ron back with *Amazing* #268 in a story continued from *Web of Spider-Man* #6. Tom's Firelord story, issues #269-270, is another of my often-used teaching tools, as I've quoted Tom in my infamous style guide:

> "Hey Jim, what say we have Firelord go on a rampage across the city, with Spidey desperately holding on for dear life while he desperately searches for someone like the Avengers or the FF to fight the guy for him. This way we can do a responsibility thing, in which Spidey is forced to accept the fact that even though he's grossly outmatched, he is the only hope the city's got. Y'know, great power-great responsibility. That sorta thing."

The Firelord thing was among the best if not the best of Tom and Ron's work together.

For *Amazing Annual* #19, Outside-the-Box Boy thought, for reasons I can no longer recall, to make this an all-women issue, with the exception of colorist Bob Sharen (which was odd since Marvel had any number of colorist who were women). *Red Sonja* artists Mary Wilshire and Pat Redding made their super-hero debuts illustrating Weezie's "Fun 'n' Games," in which a deranged scientist seeking revenge for the death of his father comically mistakes Mary Jane Watson for being Spider-Man. I won't swear to it in court, but that *feels* like me leaning into Weezie's story and her graciously accommodating me.

All of which wraps up this installment of Marvel Spider-history. Mid-'80s Marvel was a family like any other, full of joy and laughter, big, giant fun and catastrophic emotional distress. But it was, in retrospect, what I am certain Stan intended it to be: The next level, the birth pangs of something new and better for Marvel that evolved out of those years, with Marvel becoming a global leader for exciting adventure. With profound thanks and deepest apologies to all concerned, I am incredibly grateful to have been part of it.

– Christopher Priest
(Formerly James Owsley)
Spring 2023

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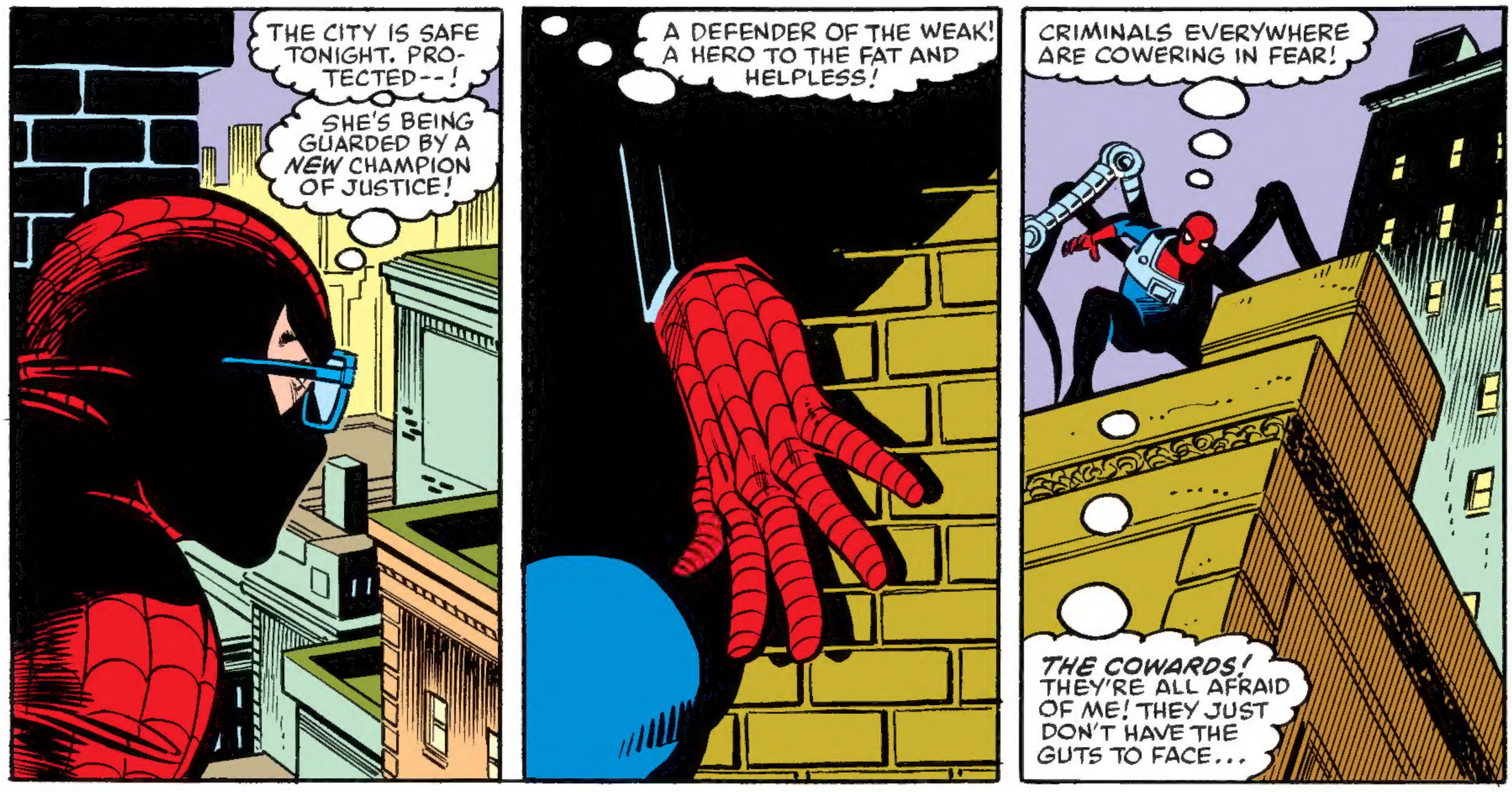
the AMAZING SPIDER-MAN®

HEADS UP, SPIDEY!

THERE'S A NEW WEB-HEAD IN TOWN!

F/R


THE CITY IS SAFE TONIGHT. PROTECTED--!
SHE'S BEING GUARDED BY A *NEW* CHAMPION OF JUSTICE!
A DEFENDER OF THE WEAK! A HERO TO THE FAT AND HELPLESS!
CRIMINALS EVERYWHERE ARE COWERING IN FEAR!
THE COWARDS! THEY'RE ALL AFRAID OF ME! THEY JUST DON'T HAVE THE GUTS TO FACE...

THE SPECTACULAR SPIDER-KID!
STAN LEE PRESENTS:
TOM DEFALCO-- WRITER
RON FRENZ-- PENCILER
BRETT BREEDING & JOHN BEATTY--INKERS
JOE ROSEN -- LETTERER
BOB SHAREN -- COLORIST
DANNY FINGEROTH -- EDITOR
JIM SHOOTER-- EDITOR IN CHIEF

I CAN'T WAIT UNTIL I RUN INTO *SPIDER-MAN* HIMSELF! I'M SURE I CAN CONVINCE HIM TO LET ME BE HIS PARTNER!

I JUST HOPE HE REMEMBERS ME...

"THE LAST TIME WE MET I WAS JUST PLAIN, OLD *OLLIE OSNICK*--A DUMB KID WHO RAN A *SUPER VILLAIN* FAN CLUB!*

"MY IDOL WAS *DOCTOR OCTOPUS*. I USED TO SPEND ALL MY FREE TIME READING ABOUT HIM. I EVEN DESIGNED A SET OF TENTACLES THAT REALLY WORKED!

*SEE SPECTACULAR SPIDER-MAN #72--DANNY.

"I WANTED TO BE A CRIMINAL GENIUS JUST LIKE DOC OCK, SO I BEGAN MY OWN ONE-MAN CRIME WAVE! I BROKE INTO A VARIETY STORE AND RIPPED OFF SOME COMIC BOOKS. THEN, I HEADED FOR THE LARGEST *TOY STORE* IN TOWN...

"THAT'S WHERE SPIDER-MAN FOUND ME! IN THE DARKENED STORE HE THOUGHT I WAS THE *REAL* DOCTOR OCTOPUS. HE CHASED ME AROUND UNTIL WE BOTH ENDED UP IN THE STORE'S GIANT SWIMMING POOL DISPLAY.

"LUCKILY, HE SAVED ME BEFORE I COULD DROWN!"

FACE IT, KID! AS A SUPER VILLAIN, YOU'RE A *BUST!*

"HE WAS RIGHT, OF COURSE! I WAS ALWAYS DESTINED TO BE A SUPER *HERO!*"

"I TRIED TO SYNTHESIZE MY OWN WEB-FLUID, BUT WHEN THAT DIDN'T WORK, I SETTLED FOR MODIFYING MY OCTOPUS TENTACLES INTO SPIDERLIKE ARMS..."

EEEEEEE

UH-OH! SOUNDS LIKE SOMEONE'S IN *TROUBLE!*

YOU'VE GOT A REAL PRETTY VOICE, LADY--BUT YOU SHOULDN'T WASTE IT LIKE THAT! SCREAMING AIN'T GONNA DO YOU A BIT OF GOOD!

YOU'RE ON *BLAZING SKULL* TURF--AND *NOBODY* MESSES WITH US!

LET'S HAVE IT, POPS--YOUR WALLET AND THE LADY'S PURSE!

BETTER GIVE HIM WHAT HE WANTS, OLD TIMER! THIS DUDE'S A MEAN ONE! HE COULD HURT YOU... *BAD!*

STOP THIS CRIME! DESIST AT ONCE--

--OR FACE MY TERRIBLE WRATH!

WHUH--?!

WHO *IS* THIS JERK?

I'M WARNING YOU--! LEAVE THOSE PEOPLE ALONE, OR I'LL BE FORCED TO ...*WHOOPS!*

KLUNK!

DARN! I TRIPPED MYSELF!

FWAM!

UNNN!

HEY, MATT! OUR PIGEONS HAVE SPLIT!

YOU STUPID CREEP!

I DON'T KNOW WHY YOU'RE WEARING THAT DOPEY SUIT--BUT YOU WRECKED OUR ACTION, AND ALMOST WRECKED *US*, TOO! I OUGHTA RIP YOUR LUNGS OUT!

UH-OH!

THINGS AREN'T WORKING OUT LIKE I'D PLANNED! I WONDER HOW SPIDER-MAN WOULD HANDLE THIS SITUATION?!

WEE-ROWW

FORGET THAT CLOWN!

THAT'S A COP SIREN-- AND IT'S HEADED THIS WAY!

BW

AK

THIS MUST BE YOUR *LUCKY* NIGHT, FATSO! I DON'T HAVE *TIME* TO WASTE YOU!

BUT, YOU'D JUST BETTER KEEP OFF SKULL TURF IF YOU WANT TO *STAY* LUCKY ...AND BREATHING!

HURRY, MATT!

I'M RIGHT BEHIND YOU, EDDIE!

HEY! WHAT'S GOING ON HERE?

WHO ARE YOU? AND, WHY ARE YOU DRESSED LIKE THAT?!

OH, *NO!* THE POLICE!

HOLD IT! WE WANT TO TALK TO YOU!

MY HERO, SPIDER-MAN, NEVER STICKS AROUND TO ANSWER QUESTIONS. WHY SHOULD I?

BESIDES, MY PARENTS WOULD FLIP OUT IF I WERE *ARRESTED!*

WHO ...WAS THAT MASKED MAN?

DON'T ASK ME! I'M LOUSY AT GUESSING GAMES ...ESPECIALLY TRIVIAL PURSUIT!

NOT BAD FOR MY FIRST NIGHT OUT! I MANAGED TO FOIL A MUGGING AND EVADE THE POLICE!

SPIDER-MAN WOULD BE SO PROUD OF ME!

MEANWHILE, NOT FAR AWAY, **SPIDER-MAN** AND THE **BLACK CAT** RACE THROUGH THE NIGHT--

--AFTER A RATHER UNSUCCESSFUL ASSAULT ON THE HEADQUARTERS OF THE **KINGPIN** OF CRIME ! *

CHEER UP, LOVER ! THE NIGHT WASN'T A TOTAL WASTE !

* SEE **SPECTACULAR SPIDER-MAN** #99 FOR DETAILS -- DANNY.

AT LEAST YOU GET TO SEE MY NEW **BAD LUCK** POWERS IN ACTION !

THEY'RE PRETTY WILD, HUH ?

ARE YOU FOR REAL, CAT ?

THE KINGPIN SECRETLY GAVE YOU THOSE POWERS ! **WHY ?** WHAT'S HIS ANGLE ?

WHO CARES... AS LONG AS I GET TO KEEP THEM ?!

FORGET THE KINGPIN ! LET'S GO BACK TO MY PLACE AND SNUGGLE FOR AN HOUR OR TEN !

I'M WORRIED, CAT ! YOU DON'T EVEN KNOW IF YOU CAN CONTROL THESE POWERS !

OF COURSE, I CAN ! I ALREADY TOLD YOU THAT !

YOU'VE TOLD ME A **LOT** OF THINGS...

WHAT'S **THAT** CRACK SUPPOSED TO MEAN ?

YOU KEPT THESE POWERS A SECRET FOR WEEKS ! WHAT ELSE ARE YOU KEEPING FROM ME ?

I DON'T HAVE TO TAKE THIS FROM YOU !

IF YOU WANT TO SIT IN JUDGMENT, FIND ANOTHER PATSY !

CAT, **WAIT !** I DIDN'T MEAN...

AW, NUTS !

SOON...

I REALLY CAN'T BLAME THE CAT FOR SPLITTING ON ME!

I SHOULDN'T HAVE SHOT OFF MY MOUTH LIKE THAT!

I'VE JUST BEEN SO EDGY EVER SINCE MY LAST BATTLE WITH THE *HOB-GOBLIN!*

"HE HAD KIDNAPPED *MARY JANE WATSON* AND *LIZ OSBORN*, THE VERY PREGNANT WIFE OF MY BEST FRIEND HARRY!

"I MANAGED TO TRACK HOB-GOBLIN DOWN, AND WAS ON THE VERGE OF DECISIVELY BEATING HIM FOR THE FIRST TIME--

"--WHEN I LEARNED THAT MY FRIENDS WERE IN DANGER!

"TO MAKE MATTERS WORSE, LIZ HAD APPARENTLY GONE INTO LABOR AND WAS ABOUT TO GIVE BIRTH!

"I BARELY GOT THEM TO SAFETY IN TIME!

"AN AMBULANCE ON THE SCENE QUICKLY RUSHED LIZ TO THE EMERGENCY ROOM OF COLUMBIA PRESBYTERIAN HOSPITAL--

--WHERE THE DOCTORS LEARNED THAT SHE WASN'T ABOUT TO GIVE BIRTH, AFTER ALL!

SHE WAS EXPERIENCING A FALSE LABOR WHICH HAD BEEN INDUCED BY THE TRAUMA OF HER CAPTIVITY!

I WANTED TO STOP BY THE HOSPITAL TO SEE HOW LIZ WAS DOING TONIGHT--

--BUT IT'S MUCH TOO LATE FOR THAT NOW! I'LL VISIT HER FIRST THING IN THE MORNING!

MOMENTS LATER...

≡WHEW≡ IT'S GOOD TO BE HOME!

I CAN'T WAIT TO SINK INTO MY SHEETS!

WHOA! CHECK THE AROMA!

I DON'T KNOW WHAT SMELLS WORSE--ME OR THIS COSTUME!

I GUESS WE COULD BOTH USE A GOOD SOAKING DOWN.

BUT FIRST, A QUICK SNACK...

MMM! THAT'S BETTER! I THINK IT'S THE FIRST THING I'VE EATEN ALL DAY!

I'VE REALLY GOT TO START IMPROVING MY DIET! ALL THIS JUNK FOOD CAN'T BE DOING MY BODY ANY GOOD!

EVERY DAY IN EVERY WAY I AM GETTING BETTER AND BETTER BURMA SHAVE

AUNT MAY WOULD HAVE A CANARY IF SHE EVER SAW THE WAY I ATE!

I HAVEN'T SPOKEN TO AUNT MAY IN WEEKS! NOT SINCE THE DAY WE ARGUED ABOUT ME DROPPING OUT OF GRADUATE SCHOOL! *

I'VE BEEN MEANING TO CALL HER--TO PATCH THINGS UP BETWEEN US-- BUT SOMETHING ALWAYS SEEMS TO GET IN THE WAY!

MAYBE I JUST DON'T HAVE THE GUTS TO FACE HER!

* IN AMAZING #252 -- DANNY.

SHORTLY...

THERE! I'LL LET MY COSTUME SOAK IN THIS OVERNIGHT!

IT NEEDS THIS BAD! I WAS STARTING TO GET A RING AROUND MY WEB-LINES!

I JUST HOPE I REMEMBER TO HANG IT OUT TO DRY WHEN I WAKE UP TOMORROW!

≡YAWN≡ MY SHOWER WILL HAVE TO WAIT TILL MORNING!

I'M HEADED TO BED SHEET CITY!

EARLY THE NEXT MORNING...

OL-LLY!

OLLIEKINS! MOMMY'S CALLING YOU!

TIME TO GET UP, MY LITTLE LAMB! MUSTN'T BE LATE FOR SCHOOL!

≠YAWN≠ I'M COMING, MOTHER!

≠GROAN≠ I WONDER IF OTHER SUPER HEROES FEEL THIS BAD IN THE MORNING?

I DIDN'T SLEEP A WINK LAST NIGHT ≠YAWN≠ AND MY BODY'S ALL STIFF AND SORE!

SOMETIME LATER...

HEY, GUYS! LOOK WHO JUST WADDLED INTO THE SCHOOL YARD!

LET'S HAVE SOME FUN WITH HIM, BRAD!

DID YOU HEAR THE NEWS, OLLIE?

THE STUDENT COUNCIL VOTED YOU *B.W.O.C.*-- BIGGEST WASTE ON CAMPUS!

CONGRATULATIONS, OSNICK! YOU'RE ALSO A SHOO-IN FOR "*WIMP OF THE YEAR*"!

THAT'S *QUITE* ENOUGH, BRAD ROSSI!

WHY DON'T YOU AND YOUR BUDDIES GROW UP?

ER... HI, JANE! HOW'S MY GIRL?

YOUR GIRL?! WAKE UP, ROSSI! THIS ISN'T *FANTASY ISLAND!*

GOSH, JANE! WHAT ARE YOU MAD AT ME FOR?

YOU KNOW HOW I FEEL ABOUT BULLIES! BESIDES, I THINK YOU'RE JEALOUS OF OLLIE!

HE JUST HAPPENS TO BE THE SMARTEST KID IN OUR CLASS--AND YOU'RE THE DUMBEST!

B-BUT, JANE...

END IT, BRAD! WE'RE SUPPOSED TO BE IN HOME ROOM NOW-- AND I DON'T WANT TO BE MARKED LATE!

GOSH! JANE LANE--THE PRETTIEST GIRL IN SCHOOL-- WAS ACTUALLY STANDING UP FOR ME!

I WONDER WHAT SHE'D SAY IF SHE KNEW THAT I WAS SECRETLY *SPIDER-KID?*

MEANWHILE, AT **COLUMBIA PRESBYTERIAN HOSPITAL**...

COULD YOU PLEASE TELL ME HOW MRS. OSBORN IS DOING TODAY?

I'M SORRY, BUT I'M NOT PERMITTED TO RELEASE THAT KIND OF INFORMATION. YOU'LL HAVE TO SPEAK TO HER DOCTOR.

SHALL I TRY TO PAGE HIM FOR YOU?

THAT WON'T BE NECESSARY.

I SEE HER HUSBAND NOW.

HOW ARE YOU HOLDING UP, HARRY?

ANY WORD ON LIZ AND THE BABY?

N-NOT YET, PETER. THE DOCTOR'S IN WITH HER NOW.

THERE SEEM TO BE... COMPLICATIONS.

WHAT KIND OF COMPLICATIONS?

MR. OSBORN! MAY I SPEAK WITH YOU?

YOUR WIFE APPEARS TO HAVE FINALLY GONE INTO LABOR.

WILL LIZ ... AND THE BABY... BE ALL RIGHT?

WE'LL DO OUR BEST FOR THEM. AS YOU KNOW, MRS. OSBORN WAS SUFFERING FROM SEVERE TRAUMA WHEN SHE WAS FIRST ADMITTED.

IT'S STILL TOO EARLY TO JUDGE WHETHER THIS WILL ADVERSELY AFFECT THE BIRTHING PROCESS!

DARN DOCTORS! THEY ***NEVER*** GIVE YOU A STRAIGHT ANSWER!

COME ON, HARRY... MAYBE YOU'LL FEEL BETTER IF YOU SIT DOWN.

POOR GUY! HE'S REALLY ON THE EDGE!

YOU'VE GOT TO REMAIN CALM, HARRY! LIZ... AND THE BABY... ARE COUNTING ON YOU TO BE STRONG!

THAT'S REAL EASY TO SAY, PETE...

...BUT LIZ IS IN DANGER NOW BECAUSE I COULDN'T PROTECT HER FROM THE HOBGOBLIN! I *FAILED* HER!

YOU CAN'T UNDERSTAND HOW GUILTY... HOW RESPONSIBLE... I FEEL!

CAN'T I? GWEN STACY *DIED* BECAUSE I COULDN'T SAVE HER.

I'VE NEVER LOVED ANYONE... NOT EVEN THE BLACK CAT... THE WAY I LOVED GWEN.

I UNDERSTAND, PAL.

MORE THAN YOU KNOW.

BRINGGG

WHAT A DAY! I COULD BARELY KEEP MY EYES PROPPED OPEN.

I JUST HOPE I CAN FINISH ALL MY HOMEWORK, AND GRAB A QUICK NAP BEFORE IT'S TIME TO GO PATROL THE CITY AG... WHOOPS

BUMP

HEY--!

WHY DON'T YOU WATCH WHERE YOU'RE WALKING, FOUR-EYES?

I'M SORRY, BRAD. IT WAS AN ACCIDENT.

YEAH, I'LL BET! YOU FAT LITTLE CREEP, I STILL OWE YOU FOR THE WAY YOU EMBARRASSED ME IN FRONT OF JANE LANE THIS MORNING!

I OUGHTA BUST YOUR FACE!

I... I WOULDN'T DO THAT... IF I WERE YOU, BRAD!

A GUY COULD GET INTO BIG TROUBLE... BY MESSING WITH ME!

I'VE GOT FRIENDS! POWERFUL FRIENDS!

WHO WOULD BE FRIENDS WITH A FAT JERK LIKE YOU?

SPIDER-MAN! HE'S MY FRIEND!

HA!

DID YOU HEAR THAT, EVERYBODY? TUBBY AND THE WEB-HEAD ARE BOSOM BUDDIES!

≡UFF≡

HA HA HA HA HA

I'LL SHOW THEM!

SOMEDAY, THEY'LL BE SORRY...

...SORRY THEY LAUGHED AT ME!

HEY, OLLIE! NEXT TIME YOU SEE YOUR PAL, BE SURE TO PICK UP SOME SPARE WEBBING FOR ME!

THAT'S A REAL GOOD IDEA, BRAD ROSSI! MAYBE YOU COULD USE IT TO GLUE YOUR BIG MOUTH SHUT!

UH-OH!

BONNIE

DIDN'T I WARN YOU ABOUT PICKING ON OLLIE?

BUT, JANE, HE WAS MAKING UP ALL SORTS OF CRAZY STORIES!

THAT WAS STILL NO REASON TO HUMILIATE HIM IN FRONT OF THE ENTIRE SCHOOL!

I TOLD YOU THAT I WOULDN'T DATE A BULLY, AND I MEANT WHAT I SAID!

WE'RE THROUGH, BRAD ROSSI!

I'LL GET YOU FOR THIS, OSNICK!

SOMETIME LATER, AT COLUMBIA PRESBYTERIAN...

HMM! FROM THE BORED EXPRESSIONS ON YOUR FACES, I GATHER THAT THE BLESSED EVENT IS RUNNING LATE--

--AND IT REALLY WASN'T NECESSARY FOR ME TO COME HERE DIRECTLY FROM WORK!

'FRAID NOT, MARY JANE! LIZ IS STILL IN LABOR!

THAT GIRL ALWAYS DID LIKE TO DRAG THINGS OUT!

I'LL KEEP THE DADDY-TO-BE COMPANY, PETER, IF YOU'D LIKE TO STEP OUT FOR AWHILE!

HARRY--?

GO AHEAD, PETE! I'M FINE HERE.

MOMENTS LATER...

BIA PR

I'M REAL GLAD MARY JANE SHOWED UP! YOU CAN ONLY COUNT SO MANY WAITING ROOM FLOOR TILES BEFORE PERMANENT BRAIN DAMAGE SETS IN!

I CAN'T DO ANYMORE GOOD AROUND HERE, SO I MIGHT AS WELL--

"--HEAD FOR HOME!"

HORRIBLE! JUST THE THOUGHT THAT HARRY AND LIZ COULD LOSE THEIR BABY--!

I'VE JUST GOT TO FIND THE HOBGOBLIN! HE'S TO BLAME FOR ALL THEIR MISERY--

--AND IT'S MY RESPONSIBILITY TO STOP HIM BEFORE HE CAN HURT ANYONE ELSE!

I'LL JUST SWITCH INTO MY COSTUME, SWING AROUND THE CITY AND PRAY THAT MY SPIDER-SENSE CAN DRAW A BEAD ON HIM!

OH, NO!

MY COSTUME--!

YEECH! I WAS IN SUCH A HURRY TO GET TO THE HOSPITAL THIS MORNING, THAT I COMPLETELY FORGOT TO TAKE IT OUT OF THE SINK!

NOW WHAT? I CERTAINLY CAN'T WEAR THIS!

OF COURSE!

WHERE DID I PUT THAT STUPID THING?

AH...

THE COSTUME THE BLACK CAT SEWED FOR ME! *

I ALMOST CAN'T BELIEVE THAT I'M PUTTING THIS ON!

IT LOOKS JUST LIKE THE ALIEN *SYMBIOTE* WHICH I BROUGHT BACK FROM THE BEYONDER'S WORLD! *

TA-DA! NOT A BAD FIT! THE CAT REALLY OUTDID HERSELF!

WITH THE RIGHT MANAGEMENT AND A CATCHY THEME SONG, SHE COULD EASILY BECOME THE SERGIO VALENTE OF THE SUPER HERO SET!

EVEN THOUGH I BREAK OUT IN COLD SWEATS EVERYTIME I THINK ABOUT HOW THE SYMBIOTE TRIED TO PERMANENTLY GRAFT ITSELF TO MY BODY, I'VE STILL GOT TO ADMIT THAT I **LIKE** THIS LOOK! **YEAH!**

* IN **SPECTACULAR SPIDER-MAN** #99 -- DANNY.

* SEE THE **MARVEL SUPER HEROES SECRET WARS** LIMITED SERIES FOR DETAILS -- DANNY.

SOMETIME LATER...

IT'S ALMOST EIGHT-THIRTY, SWEETUMS! AREN'T YOU IN BED YET? IT *IS* A SCHOOL NIGHT!

JUST A MINUTE, MOM! I'M PUTTING THE FINISHING TOUCHES ON A...ER...SCIENCE PROJECT!

HAVE TO HURRY! I DON'T WANT HER CLIMBING THE STAIRS TO CHECK UP ON ME!

SHE'D FREAK OUT IF SHE EVER CAUGHT ME IN THIS COSTUME!

ALMOST DONE! JUST A LITTLE MORE TAPE, AND...

THERE! I DID =OOH=

WWUW.

BWAK!

KLICK!

MOMENTS LATER...

SO FAR SO GOOD! MY MOTHER THINKS I'M SAFELY IN BED!

KLICK!

I JUST HOPE MY PLAN WORKS!

NARY A TINGLE ON MY SPIDER-SENSE! WHERE COULD THE HOBGOBLIN BE HIDING? I MUST HAVE COVERED HALF THE CITY BY NOW!

HEY! WHAT'S THAT IN THE DISTANCE--?

I SEE IT... BUT I DON'T BELIEVE IT!

SOMEONE'S BEEN READING TOO MANY COMIC BOOKS!

LOOKING FOR AN HONEST MAN? YOU'RE IN THE WRONG TOWN!

YEOW!

SPIDER-MAN!

THAT SETTLES WHO I AM!

GOSH, WHY DID YOU SWITCH BACK TO THAT COSTUME? WE DON'T MATCH ANYMORE!

"MATCH"? WHY SHOULD WE...

OLLIE! OLLIE OSNICK? IS THAT YOU UNDER THAT MASK? WHAT GAME ARE YOU PLAYING THIS TIME?

THIS IS NO GAME! I MODIFIED MY OLD OCTOPUS TENTACLES SO THAT I COULD BECOME YOUR NEW PARTNER... THE SPECTACULAR SPIDER-KID!

HOLD IT! ENOUGH! TIME OUT!

YOU'RE NOT PLEASED--?!

NOT IN THE SLIGHTEST!

IF YOU WANT TO BE A KID SIDE-KICK, TRY THE POWER PACK!

LOOK, OLLIE, I HAVE SOME PRETTY AMAZING POWERS... LIKE THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER--

--AND EVEN THEY'RE NOT ENOUGH AGAINST MOST OF THE BADDIES I GO UP AGAINST!

ALL YOU'VE GOT IS A SET OF METAL ARMS! YOU WOULDN'T STAND A CHANCE! BESIDES, I'M STRICTLY A ONE-MAN OPERATION!

YOU... DON'T WANT ME?!

I THOUGHT YOU WERE DIFFERENT! I THOUGHT YOU LIKED ME!

I WAS WRONG!

WELL, I DON'T NEED YOU! I DON'T NEED ANYONE!

NUTS!

OMIGOSH! THAT'S...OLLIE! I'D RECOGNIZE HIS SHAPE ANYWHERE!

I CAME OVER TO SEE HOW HE WAS FEELING! BUT WHY IS HE DRESSED LIKE THAT--AND WHERE IS HE GOING?

CHECK IT OUT, MAN! THERE'S THE FAT FREAK WHO HASSLED ME AND EDDIE LAST NIGHT!

GATHER THE REST OF THE SKULLS!

WE GOT A BUG TO SQUASH!

MEANWHILE...

UNNNNNN

UNNNNNN

STEADY, MRS. OSBORN! STEADY!

IT'S NO USE, NURSE!

I'M AFRAID WE'LL HAVE TO *TAKE* THE BABY FROM HER!

I UNDERSTAND, DOCTOR!

I'VE GOT TO FIND OLLIE AND MAKE HIM UNDERSTAND!

SNIFF SNIFF

HEY, *OLLIE!* WHAT'S GOING ON? WHAT ARE YOU DOING UP THERE?!

OH, NO! SOMEONE HAS DISCOVERED MY SECRET IDENTITY!

IT'S JANE LANE!

NOW I'LL NEVER BE ABLE TO SHOW MY FACE AT SCHOOL AGAIN!

C'MON DOWN! I WANT TO TALK!

WHY ARE YOU WEARING THAT SILLY OUTFIT?

IT'S KIND OF...ER... COMPLICATED TO EXPLAIN!

LET'S DUCK OFF THE MAIN STREET! WE'RE STARTING TO DRAW A CROWD!

THERE THEY ARE--!

THEY JUST CUT INTO THAT ALLEY!

SPLIT UP!

I WANT HALF OF YOU GUYS TO HEAD THEM OFF AT THE CORNER! THE REST COME WITH ME!

WE'RE GONNA HAVE A *GOOD* TIME!

HERE COME OUR PIGEONS NOW!
TAKE 'EM!
OLLIE! WHO ARE THESE GUYS?
I'M NOT SURE--
--BUT I'D GUESS THEY'RE MEMBERS OF THE *SPIDER-KID REVENGE SQUAD!*
THE *WHAT--?!*
=UFF=
NEVER MIND! IT'S MUCH TOO COMPLICATED TO EXPLAIN NOW! BESIDES, WE'VE GOTTA GET OUT OF HERE!
HEY! THOSE METAL LEGS REALLY WORK!
BIG DEAL! THOSE KIDS ARE STILL MOVING TOO SLOW TO ESCAPE US!
BTAM!
THEN, MAYBE WE SHOULD GIVE YOU GUYS A HANDICAP... *ME* FOR INSTANCE!
BACK UP, MAN! THIS FIGHT DOESN'T CONCERN YOU!
DOESN'T IT? YOU WERE CHASING A SPIDER-PERSON...
WELL, YOU GOT ONE! *SURPRISE!*
CAN'T WASTE ANY TIME WITH THESE CLOWNS!
I'VE GOT TO CATCH UP TO OLLIE AND HIS GIRL--
ZOP!
WHIT
WOK!
ZAK!
--BEFORE THE REST OF THE GANG CORNERS THEM!

D-DO YOU THINK WE LOST THEM, OLLIE?

M-MAYBE! I'M NOT SURE!

UH-OH!

SORRY, BOYS AND GIRLS, BUT THIS ROAD IS CLOSED!

THIS JUST AIN'T YOUR DAY, IS IT?

WE'RE TRAPPED!

GET BEHIND ME, JANE! I WON'T LET THEM HURT YOU!

I'LL DEFEND YOU TO MY DYING BREATH!

WHY DON'T YOU GIVE YOUR JAWS A REST, FATS?

YOU'RE GONNA NEED THEM SOON ENOUGH... FOR WHEN YOU START BEGGING FOR...

...MERCY!

WELL, WHAT ARE YOU WAITING FOR?

FORGET IT! I AIN'T THAT CRAZY!

HIT THE STREETS!

WE'RE ON YOUR HEELS, MAN!

UNNN WHAT IS THIS THING?

IT'S SOME KIND OF WEB-BING! ERKKK CAN'T PULL FREE OF IT!

OH, OLLIE! I STILL DON'T UNDERSTAND MOST OF WHAT HAPPENED TONIGHT... BUT YOU WERE WONDERFUL!

"WONDERFUL"?

ME--?!

HEY, I *WAS* PRETTY GOOD... WASN'T I?

I JUST WISH YOU WOULDN'T TAKE SUCH TERRIBLE RISKS! THOSE KIDS COULD HAVE HURT YOU. REAL BAD!

ER... DON'T WORRY, JANE! I HAD A *SECRET* WEAPON!

BESIDES, I'VE DECIDED TO HANG UP MY WEBS AFTER TONIGHT...

...JUST FOR YOU!

COLUMBIA PRESBYTERIAN, SOMETIME LATER...

WHAT A NIGHT...

...I JUST HOPE OLLIE REALLY DOES PUT THOSE MECHANICAL ARMS AWAY FOR GOOD!

I WONDER IF HARRY HAS HEARD ANYTHING FROM THE DOCTORS YET?

OH... NO!

WHAT IS IT, HARRY? WHAT'S WRONG? LIZ--?! THE BABY--?!

PETER? IS THAT YOU--?

EVERYTHING'S FINE, PETE! *REALLY!* THE DOCTORS HAD TO PERFORM A CESAREAN ON LIZ--BUT MOTHER AND CHILD ARE DOING GREAT!

IT'S A BOY!

ALL RIIIIGHT!

QUIET DOWN, YOU CLOWNS! YOU'RE IN A HOSPITAL AREA! BESIDES, MRS. OSBORN REQUESTS THE PLEASURE OF YOUR COMPANY...

HE'S BEAUTIFUL, LIZ! JUST *BEAUTIFUL*...AND SO ARE YOU!

OH, HARRY...

AREN'T THEY THE CUTEST, PETEY?

THEY SURE ARE!

WELL, WHAT DO YOU KNOW? I GUESS SOME THINGS DO WORK OUT DESPITE THE ODDS! IT SORT OF GIVES ONE HOPE

AND, SPEAKING OF HOPE, THERE'S JUST ONE MORE LOOSE END FOR ME TO TIE UP...

EARLY THE NEXT MORNING...

BRAD'S BEEN LOOKING FOR YOU, OSNICK!

THAT TRUE, BRAD?

YEAH, I'M GONNA INTRODUCE YOUR FACE TO THE PAVEMENT,--AND NOTHING'S GONNA STOP ME--NOT EVEN YOUR PAL, SPIDER-MAN!

DID SOMEONE MENTION MY NAME?

MORNING, OLLIE!

HI, SPIDER-MAN! I SEE YOU CHANGED COSTUMES AGAIN!

LOOK, ABOUT LAST NIGHT...

NO NEED TO APOLOGIZE! I THOUGHT ABOUT WHAT YOU SAID... AND YOU WERE RIGHT! I'M SORRY I GAVE YOU SUCH A HARD TIME.

STILL FRIENDS?

YOU BET!

HEY, OLLIE! I'VE BEEN LOOKING FOR YOU!

CAN I GO FOR ANOTHER RIDE ON YOUR METAL LEGS?

WE'LL SEE...

LOOK, BRAD! OSNICK'S WITH YOUR GIRL!

SHUT UP, FOOL! I AIN'T MESSING WITH SPIDER-MAN'S PAL!

HEY, I KNOW I'VE GOT MORE THAN A FEW PROBLEMS OF MY OWN THAT STILL NEED SOLVING...

...BUT, FOR THE MOMENT AT LEAST, I FEEL GREAT!

NEXT ISSUE:

SHE'S DARING! SHE'S DIFFERENT! AND, SHE'S DEADLY! DON'T MISS THE FIRST APPEARANCE OF...

"SILVER SABLE!"

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WEB OF SPIDER-MAN

C.VESS·

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'TIL DEATH DO US PART!

I'M JUST BEING *PARANOID!*

THAT'S GOTTA BE IT! I JUST BROKE UP WITH THE *BLACK CAT* *, AND EVEN IF WE BOTH KNOW IT'S FOR THE BEST, SHE'S FURIOUS WITH ME!

IT'S COLORING MY WHOLE OUTLOOK! *THAT'S* WHY I'VE GOT THIS FUNNY FEELING... ALMOST LIKE SOMEBODY'S OUT TO GET ME!

OOH, BAMBI! LIKE, IT'S SO *COLD* OUT HERE! BUT... THE SUN LOOKED SO WARM!

IT'S THE GIRLS NEXT DOOR... UP ON THE *ROOF* AGAIN! RATS!

* *IT HAPPENED IN PETER PARKER #100 A COLLECTOR'S ITEM FOR SURE! -- OWZ.*

BRRR! NOBODY SUNBATHES IN WEATHER LIKE THIS, RANDI! NOT EVEN US!

YEAH, BAMBI! LET'S GET BACK INSIDE! FAST!

SO... THOSE NUTTY TEEN-AGE SUNBUNNIES HAVE FINALLY REALIZED IT'S AUTUMN!

TOOK THEM LONG ENOUGH! THEY MUST BE YOUNG! AND RIGHT NOW I'M FEELING AS OLD AS METHUSALA!

WHAT YOU NEED, PETER PARKER, IS A NICE JAUNT AROUND TOWN...

...COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! SHAKE LOOSE THE COBWEBS! PERK YOU RIGHT UP!

...THE ONE THAT TURNED OUT TO BE AN ALIEN SYMBIOT!

I'D WORN IT TO THE BAXTER BUILDING TO VISIT THE FANTASTIC FOUR...

...AND REED RICHARDS EXAMINED IT... AND DISCOVERED IT WAS A LIVING PARASITE-- AND THAT IT WAS TRYING TO GRAFT ITSELF ON-TO ME!

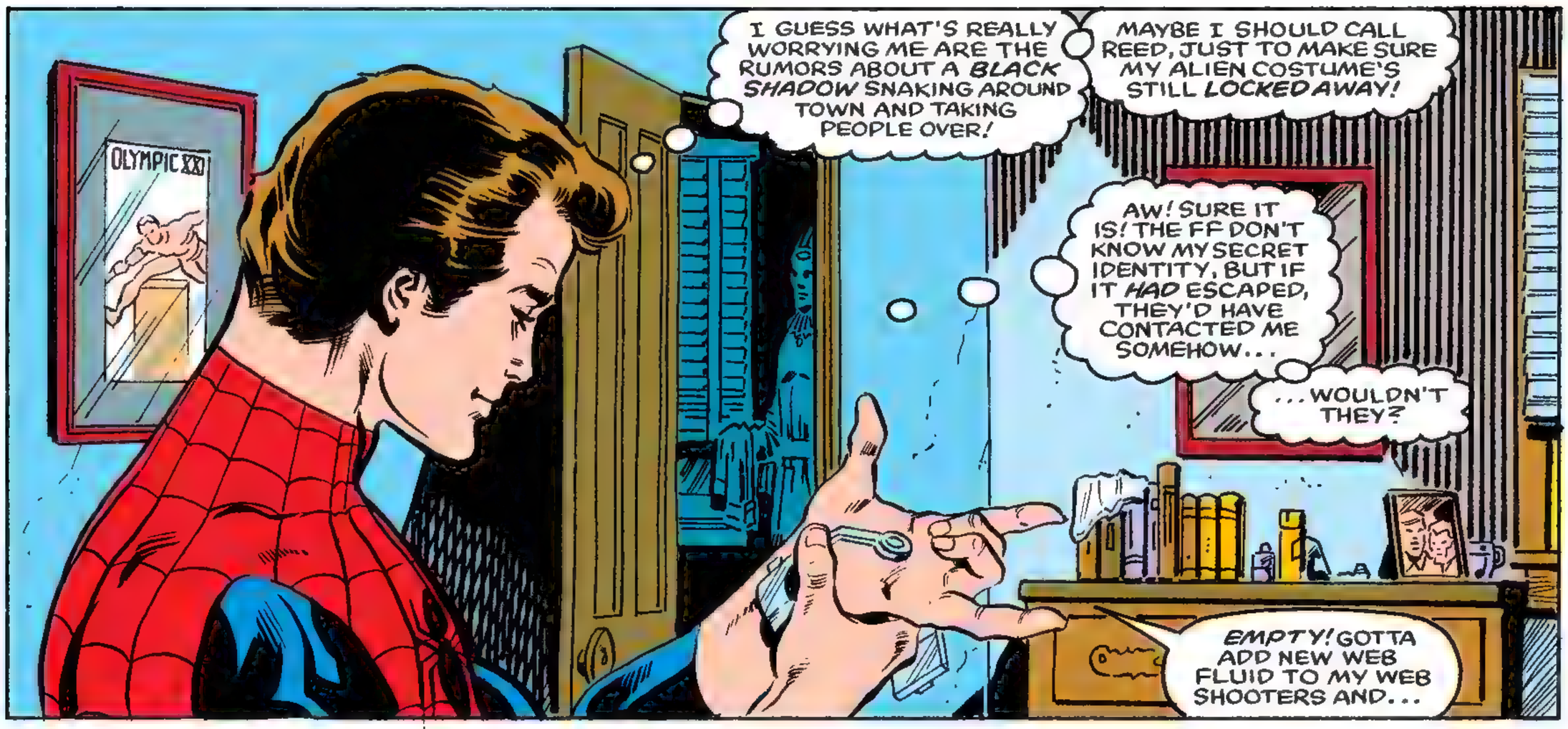
AND IT REFUSED TO COME OFF! HOO BOY! REED FINALLY MADE IT LET GO BY BLASTING IT WITH A SONIC GUN!

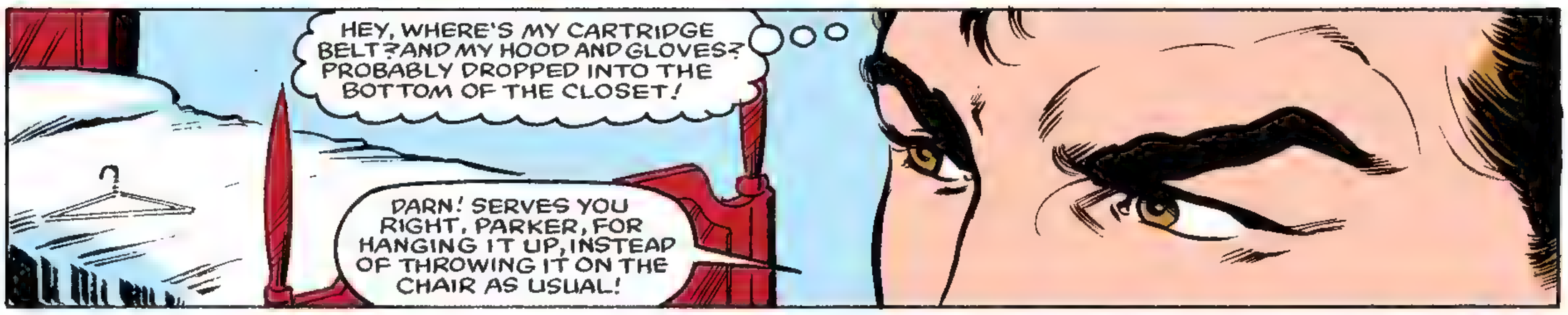
HE SAID IT WAS JUST A MATTER OF TIME BEFORE IT TOOK ME OVER COMPLETELY!

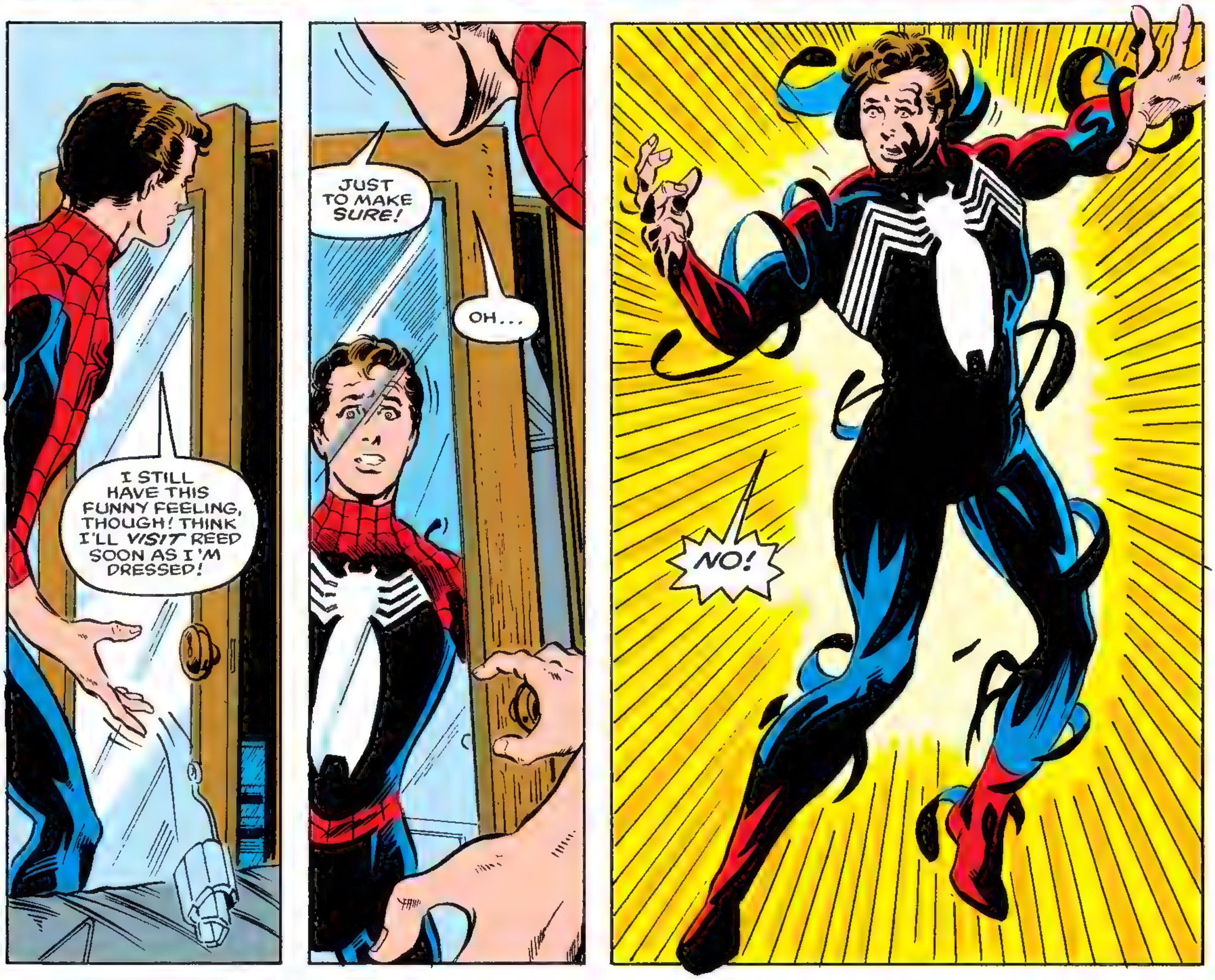
HEY, I MUST BE GETTING USED TO MY OLD RED AND BLUE COSTUME AGAIN!

FEELS AS COMFORTABLE AS THE SHAPE-SHIFTING BLACK ONE I GOT ON THE SECRET WARS...

WONDER WHAT HE MEANT BY THAT?


OLYMPIC XXI
I GUESS WHAT'S REALLY WORRYING ME ARE THE RUMORS ABOUT A BLACK SHADOW SNAKING AROUND TOWN AND TAKING PEOPLE OVER!
MAYBE I SHOULD CALL REED, JUST TO MAKE SURE MY ALIEN COSTUME'S STILL LOCKED AWAY!
AW! SURE IT IS! THE FF DON'T KNOW MY SECRET IDENTITY, BUT IF IT HAD ESCAPED, THEY'D HAVE CONTACTED ME SOMEHOW...
...WOULDN'T THEY?
EMPTY! GOTTA ADD NEW WEB FLUID TO MY WEB SHOOTERS AND...


HEY, WHERE'S MY CARTRIDGE BELT? AND MY HOOD AND GLOVES? PROBABLY DROPPED INTO THE BOTTOM OF THE CLOSET!
DARN! SERVES YOU RIGHT, PARKER, FOR HANGING IT UP, INSTEAD OF THROWING IT ON THE CHAIR AS USUAL!


I STILL HAVE THIS FUNNY FEELING, THOUGH! THINK I'LL VISIT REED SOON AS I'M DRESSED!
JUST TO MAKE SURE!
OH...
NO!

WHILE IN MANHATTAN'S LOWER EAST SIDE...

WHY, GRIPES, GUESS WHAT DAY THIS IS? AND THIS LOVELY LADY WALKING HOME FROM THE BANK ALL ALONE...?

NO FOOLIN', SUGAR FACE? IT'S SOCIAL SECURITY CHECK DAY?

C-COME ON, G-GUYS! DON'T! YOU'LL S-SPOIL EVERYTHING! SOMEBODY'LL S-SEE!

GIMME A BREAK, PIGEON!

NO! P-PLEASE! HOW'LL I BUY FOOD? PAY THE RENT?

THAT'S ALL THE MONEY I HAVE IN THE WORLD!

NOT ANY MORE, BABE!

BUT S-SUGAR FACE! GRIPES! LISTEN TO ME!

W-WITH THE BANK ROBBERY WE JUST PULLED USING OUR W-WINGS, WE DON'T NEED TO M-MUG PEOPLE ANY M-MORE!

HONCHO'S PROBABLY FINISHED FIXING THEM BY NOW... AND IF HE FINDS OUT WHY WE'RE LATE, HE'LL BE M-MAD!

SO WHO'S GOING TO TELL HIM, PIGEON? YOU...?

HEY! WHAT *KEPT* YOU GUYS?

IT'S A NICE DAY! WE WENT FOR A WALK!

SO *SUE* US! IT'S *GREAT* BEING ABLE TO GO WHERE WE WANT AFTER THE MONTHS WE SPENT IN THE SLAMMER!

ALL YOU DID WAS *WALK*, HUH? BREATHE IN THE FALL AIR? LISTEN, TURKEYS! I'VE BEEN AROUND! AND SO HAS *SPIDER-MAN!*

WHY DON'T YOU JUST SEND HIM AN ENGRAVED INVITATION ASKING HIM TO ESCORT YOU BACK TO *JAIL!*

S-SEE? I *S-SAID* HE'D BE MAD!

SHUT UP, PIGEON!

SO *SPIDER-MAN* NABBED ME AN' SUGAR FACE FOR MUGGIN'! AND PIGEON HERE FOR PICKIN' SOMEBODY'S POCKET! BIG DEAL!

BEIN' SO ALMIGHTY SMART, MISTER FANCY *ENGINEER*, DIDN'T STOP HIM FROM CATCHIN' YOU PUSHIN' HEROIN!

NO! BUT IT DID PUT ME IN A POSITION TO MAKE FRIENDS WITH THE *VULTURE!*

AND WORKING IN THE MACHINE SHOP LIKE I DID MADE IT REAL EASY TO SMUGGLE SUPPLIES TO HIM...

...AND TALK TO HIM... *LOTS!*

Y-YEAH! THAT OLD DUDE WAS SO LONELY HE'D TALK TO *ANYBODY!*

PARTICULARLY SOMEONE WHO ADMIRED HIS ENGINEERING GENIUS!

AND WHO HAD THE BRAINS TO USE THE INFORMATION HE'D GIVEN ME...ONCE WE WERE OUT!

GIMME A BREAK, HONCHO!

IF THAT OLD DUDE THOUGHT YOU WERE SMART ENOUGH TO MAKE US VULTURE WINGS LIKE THIS...

...HE'D NEVER HAVE SAID ***ONE WORD*** TO YOU!

TRUE! NOR DID HE FIGURE WE'D BE SUCH MODEL PRISONERS AND GET OUT OF STIR THIS FAST!

...BUT WHETHER HE LIKES IT OR NOT, HE HATES ***SPIDER-MAN*** AS MUCH AS WE DO...

...AND HE GAVE US THE MEANS TO DESTROY HIM-- ONCE AND FOR ALL! SO LET'S DO IT!

GRIPES, PUT THOSE AWAY!

I'VE DESIGNED WEAPONS TO GO WITH THE COSTUMES BUT ***THIS*** IS A ***SCOUTING*** EXPEDITION, REMEMBER?

WE HAD A LITTLE TROUBLE WITH OUR SUITS EARLIER AND WE'RE GONNA FLY AROUND AND TEST THEM OUT!

NOW SPLIT UP! STAY IN TOUCH THROUGH THE MIKES I BUILT INTO OUR HOODS!

AND IF ONE OF YOU SPOTS ***SPIDER-MAN***, UNDER NO CIRCUMSTANCES WILL YOU TACKLE HIM ALONE!

CALL THE REST OF US-- AND JUST ***WATCH!*** WE'RE GOING TO WAIT TILL WE CAN CATCH HIM AT A REAL DIS-ADVANTAGE!

AND THEN WE'RE GOING TO ***MORE*** THAN SIMPLY ***DESTROY*** HIM!

MEANWHILE, IN PETER PARKER'S CHELSEA APARTMENT...

I *WASN'T* BEING PARANOID!

YOU *DID* ESCAPE FROM THE BAXTER BUILDING!

SNUCK INTO MY APARTMENT... THROUGH MY SKY-LIGHT, MAYBE... AND DISGUISED YOURSELF AS MY OLD COSTUME...

...JUST TO *TRAP* ME! TO MAKE ME THINK I WAS WEARING MY OLD DUDS...

...AND ALL THE WHILE, YOU'D BE BONDING WITH ME... TRYING TO TAKE ME OVER!

BUT YOU WERE SCARED FOR ME TO VISIT THE FF, WEREN'T YOU? SCARED I'D LEARN THE TRUTH!

CRUNCH-

ANNGGG!

YOU HAD TO KEEP ME AWAY FROM THE BAXTER BUILDING AT ALL COSTS, EVEN IF IT MEANT REVEALING YOUR TRUE IDENTITY!

WELL GET *THIS*, YOU *ALIEN CREEP!* WE'RE PAYING REED RICHARDS A VISIT, WHETHER YOU LIKE IT OR NOT!

GOTTA REACH THE *BAXTER BUILDING!* MAKE REED GET IT *OFF!* IF HE *CAN!*

WHAT IF IT'S BONDED WITH ME *ALREADY?!?*

NO! DON'T PANIC! KEEP CALM!

I'LL SWING THERE! IT USED TO OBEY MY MENTAL COMMANDS! GOTTA MAKE IT SHOOT A *WEB LINE!*

SHOOT! *SHOOT!* DARN YOU!

SWELL!

NOT THE DIRECTION I HAD IN MIND!

NICE TRY, ALIEN, BUT NO DICE! I'LL JUST SWING 'ROUND AND--

THOP!

IT LET GO OF THE WALL! I DON'T BELIEVE IT!

VERY FUNNY, YOU ALIEN MONSTROSITY! SO FIRE *ANOTHER* ONE! *FIRE!*

WRONG AGAIN!

GET OFF OF ME, ALIEN!

BLAST YOU, GET OFF!

HEY! CAN'T LET GO OF THE POLE!

AND NOW I'M SWINGING BACK-WARDS!

TRYING TO MAKE ME YOUR PUPPET, ARE YOU, MONSTER?

CRASH!

WELL, IT WON'T WORK!

SMASH!

CAN'T LET IT WORK! CAN'T--

OUCH.

SLAM!

WHILE BLOCKS AWAY...

MAY! MAY PARKER!

MARY JANE! WHAT'RE YOU DOING HERE?

BUYING A PRESENT FOR THE OSBORNES' NEW BABY! PETE AND I ARE THE GOD PARENTS!

I DIDN'T KNOW! I HADN'T SPOKEN TO MY NEPHEW SINCE WE HAD OUR ARGUMENT!

I'M FURIOUS AT HIM FOR DROPPING HIS GRADUATE STUDIES IN BIO-PHYSICS!

I-I'VE HEARD! BUT MAY, BEING A PHOTOGRAPHER'S NO DISGRACE! AND PETE'S GOOD!

LOOK! HIS SPIDER-MAN PHOTO'S IN THE BUGLE AGAIN!

SPIDER-MAN IS A MENACE, MARY JANE! I'VE READ THE BUGLE'S EDITORIALS!

I DON'T LIKE PETER TRAIPSING ALL OVER TOWN AFTER HIM! AND THAT'S NOT THE POINT! PETER LET HIS DREAM DIE!

BUT MAY, WHAT IF HE HAS A NEW DREAM? DOES IT MATTER WHAT HE DOES AS LONG AS HE'S HAPPY?

BUT HE WAS HAPPY BEING A SCIENTIST!

AND A PHOTOGRAPHER!

AND SPIDER-MAN-- THOUGH I'M THE ONLY ONE WHO KNOWS IT!

THAT ONE'S PERFECT, MAY! BUY IT!

MAYBE LATER, SWEETIE! I'M HAVING A FEW LITTLE MONEY PROBLEMS WITH THE HOUSE!

NOTHING TO WORRY PETER WITH-- BUT I REALLY CAN'T SPEND THE MONEY RIGHT NOW!

MEANWHILE...

HEY! LET ME GO YOU ALIEN CREEP! LET ME--!

WAIT! SURE I'M SCARED! BUT I CAN'T PANIC! IT'S THE PANIC THAT'S BEATING ME...NOT THE COSTUME!

HEY, GET OUTTA HERE, YOU COSTUMED LUNATIC! WHAT'RE YOU DOIN' OUT THERE, TWITCHIN' AN' MUMBLIN' TO YOURSELF?

YOU ON DRUGS OR WHAT? I'M WRITIN' THE BUGLE, IT'S A DISGRACE...

SHEESH!

THERE'S SPIDER-MAN! HONCHO SAID TO FIND HIM AND--

HEY, WHAT'S WRONG WITH HIM, ANYWAY? HE'S JERKIN' 'ROUND LIKE HE'S HAVIN' SOME KIND OF FIT!

SLAM!

DON'T ATTACK HIM, HONCHO SAID! JUST SIGNAL THE OTHER VULTURIONS WHEN I'VE FOUND HIM!

AN' KEEP MY EYE ON HIM TILL THEY ARRIVE!

DON'T PANIC! STAY CALM! THINK IT THROUGH! ASSESS THE SITUATION! I'M SMARTER THAN IT IS...

I HOPE!

AND I'VE STILL GOT THE PROPORTIONAL SPEED, AGILITY AND STRENGTH OF A SPIDER!

I CAN STILL STICK TO STUFF! ALL MY INNATE POWERS ARE INTACT!

EXCEPT MAYBE MY SPIDER SENSE! IF IT WAS WORKING, IT OUGHTA BE SHRIEKING!

WISH I HAD MY WEB SHOOTERS! TOUGH! IF I CAN'T SWING TO THE BAXTER BUILDING, I'LL JUST HAVE TO WALK THERE!

THE COSTUME CAN'T STOP ME FROM DOING THAT!

WRONG AGAIN, HUNH? YOU'RE A *MIND-READER*, RIGHT? IT FIGURES!

YOU KNEW MY THOUGHTS WELL ENOUGH TO OBEY MY MENTAL COMMANDS A WHILE BACK!

NO REASON THAT SHOULD STOP NOW!

SO YOU WON'T LET ME *WALK*, HUH? THEN LET'S SEE YOU STOP ME FROM HITCHING A *RIDE*!

I HAD TO ASK!

MY *SPIDER-SENSE* GOING OFF LIKE CRAZY! BUT WHY *NOW*?!? *AFTER* I ALMOST FELL TO MY DEATH?

I HEARD YOU WERE HOT STUFF, SPIDER-MAN! BUT YOU'RE ACTIN' LIKE A DUDE ON A *BAD TRIP!*

BOSS SAID NOT TO TACKLE YOU ALONE, BUT WAITIN' FOR THE OTHER *VULTURIONS'D* BE A WASTE OF TIME!

ALIEN? WHAT ARE YOU, MAN, A *PSYCHO?* WHAT'RE YOU TALKIN' ABOUT?

THAT'S SOME WEIRD COSTUME YOU GOT THERE! IT'S WHIPPIN' 'ROUND LIKE IT'S *ALIVE!*

NO KIDDIN'? WHO ARE YOU, ANYWAY? AND WHAT'RE YOU DOING IN THE VULTURE'S COSTUME? ARE YOU WORKING *WITH* HIM?

THIS'LL TEACH ME NOT TO ASK QUESTIONS I'D JUST AS SOON NOT HAVE ANSWERED!

FRIENDS OF YOURS, ALIEN? *HAPPY* NOT THAT THEY'RE FLYING ME AWAY FROM THE BAXTER BUILDING?

YOU NOTICED, DID YOU? WELL, WHAT DO *YOU* THINK?

I HEARD YOU HERO-TYPES WERE *STUCK UP,* BUT THAT'S RIDICULOUS!

HONCHO SHOULD'A LET ME BRING THE *GUN!* BUT THE SHAPE YOU'RE IN, WHO NEEDS IT!

I'LL JUST FIND ME A TALL BUILDING TO *SPLAT* YOU AGAINST!

:SHEESH!: WHY DOES EVERY CROOK IN TOWN HAVE TO BE A STAND UP COMEDIAN?

T-THERE HE IS, *HONCHO!*

YEP! LOOKS LIKE YOU IGNORED ORDERS, GRIPES!

TOOK ON *SPIDER-MAN* ALL BY YOURSELF! YOU'RE LUCKY YOU DIDN'T GET YOURSELF SPLATTERED ALL OVER THE PAVEMENT!

M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...

...BUT I AIN'T **NEVER** THOUGHT O-ONE OF US COULD BEAT **S-SPIDER-MAN** SINGLE-HANDED!

IT'S NOT JUST **US,** PIGEON! IT'S HIS **COSTUME!** **LOOK** AT IT! IT'S GOT HIM HOG-TIED!

YEAH, HONCHO, I NOTICED THAT!

LONG AS HE'S IN A STRAIGHT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND **DROP HIM?**

A FALL LIKE THAT WOULD KILL EVEN THE GREAT **SPIDER-CREEP!**

HEY! HELPPP!

DON'T **LIKE** THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR **PUPPET,** RIGHT?

HONCHO! HELP! THE **COSTUME!** IT'S COMIN' AFTER **ME!**

WINGS AND A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?

AND HOW LONG HAVE I BEEN OUT?

BONGG! BONGG!

CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?

GOT TO GET LOOSE! **NOW!**

BONGG! BONGG!

SHOOT, DARN YOU!

RATS! YOU DON'T WANT ME **DEAD**, BUT YOU WON'T HELP ME GET **AWAY**, EITHER, WILL YOU, ALIEN?

ALIEN?

GUESS WE'LL HAVE TO DO THIS THE OLD FASHIONED WAY!

CHOK!

HONCHO! TROUBLE!

BONGG! BONGG!

SUGAR FACE! PIGEON! HE'S KNOCKED GRIPES OUT!

NOW HE'S LEAPING--

OBSERVANT LAD! LOOK OUT BELOW!

WHAP!

ugh!

THREE DOWN! ONE TO GO!

TO THE BAXTER BUILDING, JAMES, AND DON'T SPARE THE HORSES!

BONGG! BONGG!

SPLASH!

ALL I WANT IS A RIDE TO FF HEADQUARTERS, SO WHY DON'T YOU JUST COOPERATE?

YOU CAN'T SHAKE ME OFF--I'VE GOT STICKING POWER!

SO LET'S GET GOING! REED RICHARDS' *SONIC BLASTER*'S THE ONLY THING I KNOW THAT'LL--!

NO! I CAN'T COUNT ON REACHING REED IN TIME! *GOT* TO GET THIS ALIEN OFF MY *BACK*-- NOW!

BUT *HOW*?

BONGG! BONGG!

EUREKA! HOW CAN I HAVE MISSED IT! SONICS!

HEY! I CAN'T SEE!

NO KIDDING! DOWN, JAMES! HEAD FOR THAT BELL TOWER!

HEY! DON'T TELL ME, ALIEN? YOU DON'T LIKE WHAT I'M THINK-ING, RIGHT?

WELL, I DON'T LIKE WHAT *YOU'VE* GOT IN STORE FOR *ME* EITHER!

ALIEN? WHAT'RE YOU TALKING ABOUT? YOU *CRAZY?*

WHAT'RE YOU DOIN'? YOU'RE PULLIN' OUT MY PINIONS! I WON'T BE ABLE TO *STEER!*

AWWW! POOR BABY! YOU MAY CALL YOURSELF A *VULTURION*, PAL...

...AND WEAR A VERSION OF THE *VULTURE'S COSTUME...*

...BUT THE *VULTURE* WOULD NEVER LET ME *NEAR* ENOUGH TO PULL A STUNT LIKE *THIS!*

...AND NO ALIEN *BODY SNATCHER*'S GONNA *STOP* ME!

BONG! BONG!

SOUND-- A BLAST OF *TRUMPETS*-- SHATTERED JERICHO'S WALLS, BUBBIE!

I'M GAMBLING A *PEAL OF BELLS* 'LL SHATTER THIS *COSTUME*...

BONG!

...BEFORE IT SHATTERS *ME!*

NO! THE NOISE! THE *PAIN!* I CAN'T STAND IT!!!

GO ON! GET OUT!

BONG!

YOU MAY BE A CROOK... BUT I DON'T WANT YOUR *DEATH*... ON MY CONSCIENCE!

BONGGGG!

SOUND! THAT'S THE ANSWER, ISN'T IT?

THESE BELLS MAY TURN MY BRAINS TO JELL-O, BUT IT SURE AS HECK'S GONNA GET YOU, PAL!

BONGGGG!

DON'T YOU SEE? I COULDN'T *STAND* BEING A PUPPET! I'D RATHER *DIE!*

AND WHAT GOOD WOULD I BE TO YOU THEN?!

BONGGGG!

MIGHT... AS WELL JUST *LEAVE*... GO BEFORE...

...I LOSE MY SENSE OF *HUMOR* ABOUT THIS...

BONGGGG!

BONGGG!BONG

ONGGG

FUNNY...

...CAN'T HELP THINKING ABOUT...

BONGGG! BONG! BONGGGG

BONG

...AUNT MAY...

BONGGG!

AUNT MAY... MAD AT ME... FOR QUITTING GRAD SCHOOL! WISH I'D HAD THE CHANCE... TO MAKE IT UP TO YOU... AUNT MAY...

AN' MARY JANE... YOU KNEW... MORE THAN ANYONE... HOW DANGEROUS IT WOULD BE...

...TO LOVE SPIDER-MAN...

...'CAUSE ONE DAY... SOMETHIN' LIKE *THIS*... WAS BOUND TO HAPPEN...

HARRY'S BABY... MY GODSON... NEVER HAD... A GODSON BEFORE...

BONGGG!

BONGGGG!

ON ITS HOME WORLD, THE SYMBIOTE IS AN EMOTIONLESS BEING WHO PREYS ON EMOTIONLESS OTHERS!

BONG!

BONGGG!

HOWEVER, FATE HAS PAIRED IT WITH AN EMOTIONAL BEING WHO FEELS INTENSELY... FEAR GREED, EXCITEMENT, RESPONSIBILITY, LOVE!

BUT SYMBIOSIS IS A TWO-WAY STREET!

BONGGG!

BONGGGG!

BONGGG!

THE ALIEN COSTUME IS INTELLIGENT. IT HAS LEARNED TO FEEL.

BONGGG!

BONGGGG!

BUMP!

BUMP!

BUMP!

BUMP!

BUMP!

BUMP!

BONGGG!

AND IN FEELING, TO ACT!

BONGGG!
BONGGGG!

IN A VERY SHORT WHILE PETER PARKER WILL AWAKEN AND WONDER... WHY DID IT SAVE HIM?

IT'S A QUESTION THAT WILL HAUNT HIM FOR THE REST OF HIS LIFE!

FINI.

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the AMAZING SPIDER-MAN®

WT JR

WHOO-WHEEE! LOOK OUT, SPIDER-MAN! HERE I COME!
NEW YORK, THAT'S WHY I LOVE YA! YOU'RE ALWAYS SO FULL OF SURPRISES! NOW IT'S RAINING FOOTBALL PLAYERS!
RED 9 AND RED TAPE!
WRITER--CRAIG ANDERSON
ARTIST--PATY
LETTERER--PHIL FELIX
COLORIST--BOB SHAREN
EDITOR--JIM OWSLEY
REFEREE--JIM SHOOTER

NO TOUCHDOWNS THIS MORNING, SPORT! YOUR FRIENDLY, NEIGHBORHOOD *SPIDER-MAN* IS HERE TO *INTERCEPT* YOU!

HAW HAW! YOU CAN'T CATCH ME!

BOOSH!

HEY!

OKAY, KIDDO -- WHAT'S YOUR GAME PLAN? FOR THAT MATTER, *WHO ARE YOU?*

SCARED ALREADY, EH, WEBHEAD? THAT'S GOOD, 'CAUSE...

...YOU'RE UP AGAINST A *BRICK WALL* CALLED *RED 9!* I'M ROUGH! I'M TOUGH! I'M BADDEST OF THE BAD!

NOT TO MENTION THE *DIMMEST* OF THE *DIM!*

HA! I GOT YOU NOW! *HAW!* THIS IS TOO...

...EASY?

KA-WHAM

TSK TSK. KIDS THESE DAYS.

I HATE TO INTERRUPT ALL THIS... FUN ... YOU'RE HAVING, BUT...

...JUST WHO THE HELL ARE YOU?!

AND, WHY ARE YOU PICKING ON ME?!

WHOOWHEE! THIS FORCE FIELD = SNIFF! = MADE THAT FEEL SOFTER THAN SUZYLOU ON A SATURDAY NIGHT!

IS THIS GREAT, OR WHAT? = SNIFF! =

UH, YEAH, RIGHT.

LISTEN RED, YOUR MOTHER'S CALLING YOU! SO WHY DON'T YOU WIPE YOUR NOSE AND GO --

NO WAY! I'VE BEEN UP ON THESE ROOFTOPS FOR TWO DAYS AND TWO NIGHTS LOOKING FOR YOU...

...AND NOW I'M GOING TO WHOMP YOU TO PIECES!

WHOA, BOY!

THERE AIN'T NO ONE BACK HOME IN BAYTOWN, TEXAS, I CAN'T WHIP...

WHOA, BOY!

...AND I'M GOING TO SHOW 'EM I CAN WHIP YOU, TOO!

OH... WHAT'S THE USE!

THWIPP!

HE...HE LEAPED OVER ME...!

CRASH

THAT KID IS HIS OWN WORST ENEMY!

I SUPPOSE I SHOULD CATCH HIM BEFORE HE BREAKS SOMETHING ELSE!

HAW HAW! YOUR WEBBING CAN'T STICK TO MY FORCE FIELD! SOME SUPER HERO! YOU'RE HELPLESS!

WHOO-WHEE! A SPIDER WITHOUT HIS WEB WILL BE A PUSH-OVER!

SNIFF! I'LL SMASH YOU! BASH YOU! CRASH YOU TO THE FLOOR!

ALRIGHT! ALRIGHT! ENOUGH ALREADY! I THINK IT'S TIME FOR YOU TO ...

...BLAST YOU TO SMITHEREENS!

KA-CHOW!

NOT BAD! THAT CHIMNEY WILL NEVER ATTACK ANYONE AGAIN!

HAW HAW! DANCE, YOU WEB-SLINGING VARMINT!

I HAD TO GET OUT OF BED THIS MORNING!

KACHING

OKAY, RED. YOU MADE YOUR POINT!

NOW WHY DON'T YOU COOL OFF BEFORE YOU DO SOMETHING REALLY DUMB...

...LIKE GET ME MAD.

SKA-ZAP!

GOTCHA!

HAW HAW HAW! THE GREAT SPIDER-MAN! WHY, WHAT A CREAMPUFF! I'VE A GOOD MIND TO TAKE OFF THE KID GLOVES AND...

THAT DID IT...

...AND REALLY GET TOUGH? THAT WHAT YOU WANT, RED?

YOU GOT IT!

ULP! HEY! NO FAIR!

H...HEY, SPIDEY... I WAS ONLY *KIDDING*... ALL IN *FUN*, Y'KNOW?

UH, KID... YOU WANNA WATCH WHERE YOU'RE GOIN'...?

I'M TRYING... HAVEN'T QUITE GOT THE *HANG* OF THIS SUIT YET...

SMASH!

WHY COULDN'T I HAVE RUN INTO A *PUSHOVER*...

...LIKE DOC OCK OR THE *HULK*? THIS KID WILL KILL ME WITHOUT EVEN TRYING!

AND WHY DOES HE WANT TO FIGHT ME? WHY NOT THE TORCH?

C'MON, RED! *WAKE UP!* I WANT TO INTRODUCE YOU TO MY *FIST!*

HMMM -- HE LOOKS A LITTLE FLUSHED!

WHAT IN THE BLUE BLAZES IS ALL THIS RACKET?!

NOW WHAT?

YOU YOUNG HOOLIGANS! THIS IS A HOSPITAL! PEOPLE ARE TRYING TO REST!

KIDS THESE DAYS--NO BRAINS, NO RESPECT! JUST LOOK AT THIS MESS!

YOU WANT TO SPEAK UP? THEY CAN'T HEAR YOU ACROSS THE EAST RIVER!

DON'T GET SMART WITH ME, BOY! I'M ***PHILMONT MA-GEE!*** AND I CAN STILL TAKE CARE OF PUNKS LIKE YOU!

WE CALL HIM "***POPS***"!

YOU CAN CALL ME "***SIR***"! NOW GET TO WORK!

WORK? WHAT WORK--?

YOU ***CAN'T*** BE SERIOUS! DO YOU KNOW WHO I ***AM***...?

TARNATION, BOY! ARE YOU BLIND OR STUPID? YOU MADE THIS MESS--YOU CLEAN IT UP! SHOW A LITTLE RESPECT FOR YOUR ELDERS!

OH, MY!

THAT'S THE TROUBLE WITH YOU KIDS--NO SENSE OF RESPONSIBILITY! IN MY DAY, A MAN TOOK CONCERN IN THE WELL-BEING OF THOSE AROUND HIM!

YOU COULD COUNT ON EACH OTHER!

TODAY, YOU'RE MORE APT TO RUN INTO A LOW-DOWN, SNEAKY, CONNIVING, BACK-STABBING, SLIMEY WORM...

...LIKE OUR HOSPITAL ADMINISTRATOR, ***RATFACE!***

THAT'S ***DOCTOR RATTAMUN***, MAGEE!

IT FIGURES THAT YOU'RE THE CAUSE OF THIS COMMOTION! YOU ALWAYS ARE!

WHO'S THAT?

A BOY WITH A HIGH FEVER, SIR! HE'S OUT COLD!

JUST FINE. GET THE KID DOWN TO ***ER.*** FIND OUT IF HE'S GOT MEDICAL INSURANCE, FIRST, THOUGH!

AS FOR YOU, YOU OLD COOT, YOU'VE BEEN A PAIN IN MY NECK SINCE YOU ARRIVED HERE THREE MONTHS AGO!

YOU'VE GIVEN ME A PAIN SOMEPLACE ELSE, RATFACE!

YOU WERE ONLY SUPPOSED TO HAVE ONE MONTH TO LIVE, MAGEE! THAT WAS ***THREE MONTHS*** AGO!

HOW COME YOU CAN'T JUST STICK TO THE SCHEDULE AND ***CROAK?***

NO MATTER. THE ***STATE*** HAS DECLARED YOU ***DEAD!***

AS OF 5:00 PM TODAY, YOUR GOVERNMENT ASSISTANCE ***ENDS***, AND YOU'RE ON THE ***STREET***, MISTER!

YOU KNOW YOU'RE NOT DEAD, I KNOW IT--BUT TRY TELLING THE GOVERNMENT ANYTHING!

HOPE YOU'RE ALL ***PACKED--!***

YOU... YOU... YOU...

DO YOU MIND? YOU'RE RUNNING THROUGH MY DIRT!

WHO HIRED YOU TO CLEAN UP?

NO-BODY. THIS IS MY GOOD DEED FOR THE DAY!

SO... WHAT'S UP, DOC?

EXPENSES! SINCE MAGEE HAS BEEN HERE, WE'VE INSTALLED CABLE T.V. ...

SHUT UP, RATFACE! THE BOY HAS WORK TO DO!

... ALL THE OLD BIDDIES GET FLOWERS ONCE A WEEK...

... AND NOW, WE HAVE A CHOICE OF DES-SERTS AT DINNER! BECAUSE OF HIM!

GEE, THAT'S ROUGH!

YOU MISSED A SPOT, BOY! DON'T YOU HAVE EYES BEHIND THAT MASK?

THE OLD GUY'S A BIT -- LOUD, BUT THAT'S NO REASON TO THROW HIM OUT!

LOOK, WE BOTH KNOW IT MUST BE JUST A COMPUTER FOUL-UP SOMEWHERE--

DON'T YOU THINK I'VE ALREADY DONE EVERY-THING I WAS REQUIRED TO DO, MISTER SPIDER-MAN?

WHO YOU CALLING "OLD GUY"?!

HHMPH! HE'S DEAD. HE'S OUT! WITHOUT THE WHEELCHAIR! HOSPITAL PROPERTY.

TELL YOU WHAT...

...I'M GOING TO STRAIGHTEN THIS MESS OUT!

BY FIVE O'CLOCK TODAY, POPS MAGEE WILL BE ALIVE AGAIN!

AND, DO YOU KNOW WHY I'M GOING THROUGH ALL THIS TROUBLE...?

IT'S BECAUSE YOU TWO DESERVE EACH OTHER!

I'VE GOT A BAD FEELING ABOUT THIS...

HELLO, SOCIAL SECURITY LADY! I HAVE A LITTLE PROBLEM--

LINE FORMS

NEXT!

UNFOR-TUNATELY, YOU'RE THE ONLY PERSON WHO CAN HELP ME--

NEXT!

I'M ALSO BEGINNING TO SEE WHY THEY KEEP YOU IN A CAGE!

NEXT!

LINE FORMS

THIS COSTUME THE *BLACK CAT* MADE FOR ME MIGHT *LOOK* GREAT, BUT IT SURE DOESN'T HELP ME CUT THROUGH ANY *RED TAPE!*

WEB-SLINGERS JUST DON'T GET ANY RESPECT THESE DAYS!

WHY'D I EVEN BOTHER CHANGING INTO MY COSTUME TODAY?

OF COURSE! PETER PARKER, CRACK PHOTO-JOURNALIST FOR THE *DAILY BUGLE*, CAN GO WHERE SUPER-HEROES CAN-NOT!

EVEN A BUREAU-CRAT WILL TALK TO THE PRESS! I HOPE!

SHEESH! I COULD'VE FINISHED READING "*WAR AND PEACE*" IN THIS LINE! IT'S ALMOST 2:30!

ONE FIT CUTS

YOUNG MAN, DON'T SLOUCH!

HELLO, I'M PETER PARKER FROM THE *DAILY BUGLE*, INVESTIGATING A SERIOUS STORY, AND--MY! WHAT A LOVELY HAIRDO!

PRESS DAILY

LAYING IT ON A LITTLE THICK, AREN'T YOU? IT'S OKAY--I LIKE THAT.

LOOK MISS, THERE'S THIS OLD MAN, PHILMONT MAGEE, AT THE STATE STREET HOSPITAL WHO HAS BEEN MISTAKENLY DECLARED DEAD.

THEY'RE GOING TO THROW--

--HIM OUT! YES, I KNOW-- I TOLD THAT IDIOT RATMAN THAT IT WAS ALL MEDICARE'S FAULT! FOR ONCE!

INVESTIGATIVE REPORTER, HUH...?

SO TAKE MY PICTURE, ALREADY!

ER... THE *MEDICARE* OFFICE...?

JUST FOLLOW THE SIGNS--AND TALK TO THAT BLOWHARD, BLODGETT!

SO TELL ME, CUTIE, WHEN WILL MY PICTURE BE IN THE PAPER?

WELL, UH, I CAN'T REALLY SAY. MY EDITOR MAKES ALL THE FINAL DECISIONS, AND--

--WELL, GOOD-BYE!

DON'T BE A STRANGER!

MR. BLODGETT, I *AM* TRYING TO BE PATIENT! I WASTED HALF AN HOUR TRYING TO FIND THIS PLACE, AND NOW YOU'RE TELLING ME YOU CAN'T DO ANYTHING?

THAT OLD BLOW-HARD!

NO, MISTER HOT SHOT, I'M TELLING YOU I ***WON'T*** DO ANY-THING! I DON'T JUMP EVERY TIME SOME NERVY REPORTER SNAPS HIS FINGERS!

EXCUSE ME, BUT I COULD LOOK UP--WHAT WAS HIS NAME? PHILMONT MAGEE?--ON MY COMPUTER TERMINAL.

WHY THANK YOU! YOU HAVE NO IDEA HOW MUCH--

MRS. SWANSON! NEED I REMIND YOU THAT YOU HAVE YOUR ***OWN*** WORK TO DO?

I AM MORALLY SHATTERED THAT YOU WOULD CALLOUSLY INTERVENE IN SOME-THING THAT IS NONE OF YOUR AFFAIR! IT IS A BLATENT DISREGARD OF ***MY*** AUTHORITY!

NOW GO BACK TO WORK!

MR. BLODGETT! IN LESS THAN TWO HOURS, AN INNOCENT OLD MAN WILL BE PUT ON THE STREET UNLESS YOU--

UNLESS I ACCEDE TO YOUR WHIMS?

I TOLD YOU, I THOROUGHLY INVESTIGATED THIS MATTER ONCE BEFORE! MAGEE IS DEAD!

YOU'RE RIGHT! IT SAYS HERE THAT PHILMONT MAGEE, OF 81 WEST 12TH STREET, DIED TWO MONTHS AGO!

HOWEVER, IT ALSO SAYS THAT PHILIP MAGEE, OF 12 WEST 81ST STREET, WAS MOVED TO THE STATE STREET HOSPITAL THREE MONTHS AGO!

JUST AS I THOUGHT! IT'S ONLY A SIMPLE COMPUTER MIX-UP!

WAY TO GO, CHERYL!

MRS. SWANSON, I HAD NO IDEA YOU WERE SO EAGER TO CHANGE EMPLOYMENT! WE'LL HAVE TO TALK... LATER!

YOU'LL NEED A COURT ORDER TO HAVE MAGEE DECLARED ALIVE!

KNOW WHAT DAY IT IS, HOT SHOT?

THAT WOULD COME UNDER JUDGE BENJAMIN HANDLEY'S JURISDICTION. THE JUDGE ALWAYS TAKES WEDNESDAYS OFF.

WHAT A CREEP! NOW WHAT AM I GOING TO DO?

OH, MR. PARKER! UNCLE BENNY IS AT THE SILVER LAKE GOLF COURSE ON STATEN ISLAND! HE'S REAL NICE--

--HE EVEN HELPED CHERYL GET HER JOB HERE!

THANKS A LOT, MISS! YOU'RE A LIFE SAVER--LITERALLY!

WOULD YOU LEAVE BEFORE MY AUTHORITY IS FURTHER ERODED?

TEN ISLAND FERRY

OH, GREAT! THE FERRY IS ALREADY PULLING OUT! I'LL REALLY HAVE TO MOVE TO CATCH IT!

HEY, WHY SHOULD ANYTHING GO RIGHT TODAY? I'M ONLY THE GOOD GUY!

I'VE GOT ONE LAST CHANCE -- IF MY WEB CAN REACH THE FERRY ...

NUTS!

YOO-HOO! SPIDEY! NEED A RIDE?

BELLY DANCER

I SURE DO! POINT THAT BOAT TOWARDS STATEN ISLAND WHILE I SPIN A SPECIAL WEB!

OH, WENDALL! ISN'T IT SIMPLY STRATO-SPHERIC?

THWIP!

BELLY DANC

GET YOUR CAMERA, MINDY, OR NO ONE WILL BELIEVE US!

MY CAMERA? I THOUGHT YOU BROUGHT *YOUR* CAMERA!

THERE'S THE STATUE OF LIBERTY, ALL WRAPPED UP IN HER SCAFFOLDING, GETTING A NEW LEASE ON LIFE!

I SURE HOPE I CAN DO THE SAME FOR MAGEE!

WISH ME LUCK, LADY, OKAY?

...AND COME TO MY PARTY SATURDAY NIGHT!

'BYE, SPIDEY! I LOVE YOU!

PARTY? WHAT PARTY?

THE SKY ABOVE, THE AIRHEAD BELOW!

'BYE! THANKS FOR THE LIFT!

FROM UP HERE, I CAN SEE THE GOLF COURSE. LET'S SEE HOW EASY MY "WEB-WING" IS TO STEER--I WANT TO TRY TO LAND IN THOSE--

--TREES! THEY MAKE GREAT COVER! NOBODY SAW SPIDER-MAN CRASH-LAND THIS TIME!

AND NO ONE NOTICED ME CHANGING INTO PETER PARKER. NOW I CAN DO THINGS EVEN SPIDER-MAN CAN'T DO!

TOO BAD I WRECKED MY WING, BUT THE WEBBING WILL DISSOLVE IN A FEW MINUTES, ANYWAY!

NOW, IF NO ONE SEES ME DROPPING OUT OF THIS TREE...

WHAT'S THE MATTER, BUDDY? LOSE YOUR GOLF BALLS?

OH, WELL... TIME TO THINK FAST!

OH, WOULD YOU LOOK AT THAT!

ACTUALLY, I WAS UP THERE TAKING PICTURES OF THAT STUFF--

TENT CATERPILLAR INFESTATION! GOOD THING I'M THE GROUNDS-KEEPER HERE! I KNOW HOW TO TAKE CARE OF THAT!

GOOD. LOOK. I'M WITH THE ***DAILY BUGLE*** AND I'VE BEEN LOOKING FOR JUDGE HANDLEY OUT HERE--

THE JUDGE? HE'S BACK THERE IN THE CLUBHOUSE.

NOW LET ME SHOW YOU HOW I HANDLE THESE PESTS! IT'D MAKE A GREAT STORY FOR YOUR PAPER!

THANKS, BUT I HAVE TO RUN! IT'S IMPORTANT THAT I FIND--

--JUDGE HANDLEY? I'M PETER PARKER--

SO YOU ARE! I'M ALL READY FOR YOU!

PULL

MY NIECE GAVE ME A CALL--TOLD ME WHAT YOU WERE UP TO.

SO I DIDN'T JUST SIT AROUND AND WAIT FOR YOU TO ARRIVE.

NOT ME! I HAVE EVERY-THING READY FOR YOU RIGHT HERE!

YOU MEAN POPS IS LEGALLY ALIVE? JUST LIKE THAT?

JUST LIKE THAT!

YOU HAVE NO IDEA WHAT A HASSLE THIS HAS BEEN!

OF COURSE I DO! I'M A JUDGE!

AND I DON'T LIKE TO MISS OUT ON THESE RARE OPPORTU-NITIES TO DO WHAT I *KNOW* IS RIGHT! MAKES ME FEEL GOOD!

WHY DON'T I GIVE THAT HOSPITAL A CALL--TELL THEM YOU'RE ON YOUR WAY.

THANKS, JUDGE!

I DON'T KNOW... I'LL ASK HIM.

IT'S 3:30 NOW. IF EVERYTHING ELSE WORKS OUT THIS GOOD, POPS WON'T BE THROWN OUT AND I CAN GO BACK TO BEING A "*NORMAL*" SUPER HERO WITHIN THE HOUR!

MR. PARKER, DO YOU KNOW *SPIDER-MAN*?

OH NO! WHY IS HE ASKING ME *THAT*?

WHAT SHOULD I TELL HIM?

MAYBE ... THE TRUTH?

AS A MATTER OF FACT, HE'S THE ONE WHO GOT ME INTO THIS!

I'M SUPPOSED TO MEET HIM BACK BY THE HOSPITAL--

GOOD! THEN YOU CAN TELL HIM THAT CHARACTER HE DROPPED OFF-- RED SOMETHING-- HAS WALKING PNEUMONIA! HE LOOKS FINE, BUT HE COULD COLLAPSE ANY MINUTE!

SO? HE'S IN A HOSPITAL, AFTER ALL!

NO HE'S NOT--HE'S ESCAPED! APPARENTLY, HE'S SPOILING FOR A FIGHT WITH SPIDER-MAN!

YOU'D BEST BE OFF!

CAFE

Cola

I CAN'T WAIT TO SEE POP'S FACE WHEN I HAND OVER THESE PAPERS! I HOPE HE APPRECIATES ALL THE TROUBLE I'VE GONE THROUGH!

MAYBE HE'LL EVEN THANK ME!

AT LEAST I'M GOING TO MAKE IT WITH PLENTY OF TIME TO SPARE! THAT'LL SHOW RATFACE!

THEN I SUPPOSE I SHOULD LOOK FOR THAT BIG, DUMB, SICK KID, RED 9.

WHOOO-WHEEE!

SPIDER-SENSE, WHY DO YOU BOTHER? THAT'S ***NOT*** THE ***PUMA*** SNEAKING UP ON ME!

I'M BACK! THE TERROR OF BAY-TOWN HIGH IS GOING TO SQUASH YOU GOOD! HAW HAW! MY GRAVICOSMIC--ER, COSMIGRAVIC SUIT IS FULLY RECHARGED!

≡ COFF COFF ≡

SO I SEE. MIND TELLING ME WHERE YOU GOT THAT SUIT?

HE PROBABLY CAN'T THINK AND ACT AT THE SAME TIME! I'LL PUT HIM OUT QUICK!

THAT'S RIGHT-- KEEP TALKING!

I GOT IT FROM MY UNCLE STEVE! I THINK HE'S BUILDING IT FOR **NASA.** ANYWAY, ONCE HE TOLD ME I COULD TEST IT OUT!

WHEN I TURNED 16 A FEW DAYS AGO, MY BUDDIES PUT ME AND THE SUIT ON A BUS TO NEW YORK, SO I COULD GO BRAWLING WITH MY FAVORITEST SUPER HERO! YOU!

LUCKY ME!

CAFE

YEAH! IT'S LIKE A DREAM COME TRUE!

YOU SEE, I LIVE MY LIFE BY THE THREE "Fs" -- FOOTBALL, FIGHTING AND WOMEN!

RED, YOU CAN'T SPELL AND YOU'RE SICK! I'M TAKING YOU BACK TO THE--

HAW! HAW! YOU CAN'T GET A GRIP ON MY FORCE FIELD!

--HOS-PIT-AL?

FWOOSH!

WHOO WHEE! THIS IS GOING TO BE FUN! =COFF COFF=

OKAY, RED, NO MORE GAMES! I CAN'T WASTE TIME PLAYING WITH SOME KID!

WHO YOU CALLING "KID", WALL-CRAWLER?

ZWAP!

HAW! HAW! LOOK AT THAT SUCKER JUMP!

I WARNED YOU, RED! YOU'RE GETTING ME MAD AGAIN!

FORGET IT, RED! YOU'RE NOT GOING TO ZAP ME--

--AGAIN?

ZSASH!

HOBGOBLIN COULDN'T DO THAT! DOC OCK COULDN'T DO THAT! DR. DOOM COULDN'T DO THAT!

RED 9 ZAPPED ME!

THAT'S WHAT I GET FOR BEING SO COCKY! THE DOCUMENTS-- MY CLOTHES-- MY PETER PARKER ID-- EVERYTHING'S SCATTERING EVERYWHERE!

I CAN'T LOSE POPS' PAPERS NOW! BUT I ALSO CAN'T AFFORD TO LET ANYTHING CONNECTED TO PETER PARKER TOUCH THE GROUND!

WHOO-WHEEE! LOOKIT THAT! WOW WHAT A SHOT!

HEY, THAT WASN'T LUCK! I PLANNED IT THAT WAY! I WAS AIMING FOR YOUR KNAPSACK! REALLY!

SHISH KE
HOT D
HAM
SOUV

Court Order

PHEW! WHAT A SMELL!

HEY! WHAT'S THIS ALL OVER MY FOOD?!

SAY, YOU HAVEN'T SEEN ANY OFFICIAL-LOOKING PAPERS FLOATING AROUND, HAVE YOU?

SO *YOU'RE* THE ONE! THEY BURN UP IN MY CART--SCORCH MY KEBABS!

THE SMELL--*PTUI!* CUSTOMERS SICK! BUSINESS *DEAD!*

BURNED UP?!?

WHO GONNA PAY, EH? *YOU?*

I'M GOING TO KILL THAT KID. QUICKLY, BUT VERY, VERY *PAINFULLY!*

I'LL BE DOING SOCIETY A FAVOR--I'LL PROBABLY GET A MEDAL!

BUT FIRST-- *KILL!*

YOU WANTED TO FIGHT A SUPER HERO. *YOU* WANTED TO PLAY SUPER VILLAIN. OKAY.

BUT NOW YOU'VE PUT A MAN'S LIFE IN JEOPARDY! IN MY BOOK, THAT *MAKES* YOU A SUPER VILLAIN!

HEY, SPIDEY, OLD PAL... I NEVER SAID I WAS A SUPER VILLAIN! IT'S JUST MORE *FUN* TO FIGHT WITH YOUR BUDDIES!

≡ SNIFF! ≡

I'M GOING TO TEAR YOU TO PIECES!

HEH HEH. YOU'RE JOKING, RIGHT?

THIS IS *NOT* A *GAME!* A MAN'S LIFE IS AT STAKE! AND YOU'RE A SELFISH BRAT WHO COULDN'T CARE LESS!

I'M GOING TO RIP YOU APART!

OH, BUT I DO CARE, I DO CARE, I REALLY, REALLY DO!

C'MON. SPIDEY! I'M REALLY *REALLY* VERY *VERY* ***VERY SORRY!*** I DIDN'T MEAN TO HURT ANYONE!

YOU'RE DICED MEAT!

I--I-- I--!

I'M GETTING OUTTA HERE!

DON'T MAKE ME CHASE YOU, RED!

LAST TIME, HIS SUIT LOST POWER AFTER HE SHOT HIS ENERGY BOLTS ...

THWIP!

LET'S SEE IF MY WEBBING--

THWIP!

--HOLDS!

WAH! NO! HE GOT ME!

NO! NO! NO! LEGGO! C'MON FORCE FIELD! POWER UP!

EEEEYAAAH!

THERE'S NO ESCAPE, RED! YOUR SUPER VILLAIN DAYS ARE *OVER!*

KNOW WHAT I MEAN?

P-PLEASE! =SNIFF!= I'LL BE GOOD! I PROMISE!

O-OH MOMMA! =GULP!= =WHIMPER=

WITHOUT YOUR SUIT, YOU'RE *NOTHING!*

WHAT AM I SAYING? *WITH* YOUR SUIT, YOU'RE NOTHING!

RRRIPP!

NO! DON'T! GAAAAAH!

NOW TO DROP YOU OFF AT THE HOSPITAL, MAKE A PHONE CALL TO THE JUDGE...

THE SUIT! UNCLE STEVE IS GOING TO *KILL ME!*

...HEAD BACK TO STATEN ISLAND, AND RETURN HERE-- ALL IN HALF AN HOUR!

HEY, I CAN DO IT-- I'M SPIDER-MAN!

LATER... MUCH LATER...

DARN!

JUDGE HANDLEY WAS ALL SET WITH THE NEW DOCUMENTS, I MAKE THE TRIP IN RECORD TIME, AND I'M STILL LATE!

HOSPITAL'S JUST AROUND THE CORNER...

POPS! YOU CAN STAY! YOU'RE ALIVE! AND I HAVE THE DOCUMENTS TO PROVE IT!

Court Order

HELLO? POPS? ANY-BODY HOME?

HE...HE'S GONE! I'M FIFTEEN LATE...

...AND RATFACE THREW HIM OUT AND-- AND HE KEPT THE WHEEL-CHAIR!

AWW--

--WHY DID I OPEN MY BIG MOUTH IN THE FIRST PLACE?!

WHY DID I GET THAT POOR OLD GUY'S HOPES UP...?

CRASH!

WHY DID I DESTROY HIS WHEELCHAIR?! I'M GOING TO HAVE TO PAY FOR THAT WHEEL-CHAIR!

THERE'S NEVER ENOUGH OF 'EM TO GO AROUND, YOU KNOW! THEY'RE EXPENSIVE EVEN IF THEY DON'T HAVE A MOTOR!

POPS!

"SIR" TO YOU, BOY! LOOK AT THIS MESS! KIDS! =SNORT!=

NO SENSE OF RESPONSIBILITY! CAN'T TELL TIME, EITHER!

YOU'RE LATE!

I KNOW! BUT YOU'RE HERE! HOW--?

FOLLOW ME, BOY!

OLD RATFACE GOT HIMSELF ALL WRAPPED UP IN HIS WORK!

HEH, HEH, HEH!

MMMPH!

I'M IMPRESSED! BUT HOW DID YOU, UH, *ELDERLY* FOLKS MANAGE TO TIE HIM UP?

OH, WE DIDN'T DO IT OURSELVES! WE HAD SOME HELP FROM YOUNG *WALLACE JACKSON* HERE!

HE'S A REAL HERO!

HI, SPIDEY! I DID GOOD, RIGHT?

THAT OVER-SIZED PUNK *THREATENED* ME--WOULDN'T LET ME MOVE! I'LL THROW HIM *AND MAGEE* OUT!

NOT WITH THIS *COURT ORDER*, YOU WON'T!

MVLRMM! GRMMPH!

YOU'RE O.K., RED! THERE MIGHT BE SOME HOPE FOR YOU YET!

NOW, I'LL BE ON MY WAY--

HOLD YOUR HORSES, YOU COSTUMED CRITTER!

YOU'RE *NOT* FINISHED YET!

--AND YOU MISSED THAT SPOT THERE! AND THERE! AND THERE!

C'MON BOY! PUT YOUR BACK INTO IT!

HOBGOBLIN COULDN'T MAKE ME DO THIS! DOC OCK COULDN'T MAKE ME DO THIS! DR. DOOM--

THE END

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the AMAZING SPIDER-MAN

THE FOX IS BACK...

...AND SPIDEY'S GOTTA SAVE HIM!

FRENZ/RUBINSTEIN

Stan Lee PRESENTS:

SPIDER-MAN

AFTER THE FOX!

BEAUTIFUL, MY FRIEND! SIMPLY BEAUTIFUL! YOUR TASTE IS AS EXQUISITE AS EVER!

WHEREVER DID YOU *STEAL* IT?

TOM DeFALCO —— WRITER
RON FRENZ —— PENCILER
JOSEF RUBINSTEIN - FINISHER
PHIL FELIX —— LETTERER
BOB SHAREN —— COLORIST
JIM OWSLEY —— EDITOR
JIM SHOOTER - ED.-IN-CHIEF

TRUST ME, ANDRÉ! YOU DON'T WANT TO KNOW!

DO YOU THINK YOU'LL HAVE ANY TROUBLE MOVING THAT MERCHANDISE FOR ME?

NOT AT ALL! QUALITY PIECES LIKE THESE ARE ALWAYS IN HIGH DEMAND.

I MUST NOW ASK YOU A RATHER PERSONAL QUESTION, MY FRIEND.

IS IT TRUE THAT THIS IS THE LAST TIME WE SHALL DO BUSINESS TOGETHER?

I'M AFRAID SO, ANDRÉ. AFTER TONIGHT, THE *BLACK FOX* IS NO MORE!

I INTEND TO USE THE PROCEEDS FROM THIS SALE TO FINANCE MY RETIREMENT!

THEN, A TOAST IS IN ORDER!

I SHALL MISS YOU, MONSIEUR FOX.

PROFESSIONALS SUCH AS YOURSELF ARE RARE IN OUR BUSINESS! THE YOUNG THIEVES TODAY KNOW NOTHING OF STYLE AND CLASS!

IT'S A *NEW* WORLD, ANDRÉ!

BUT NOT A *BETTER* ONE, EH?

BWAM!
BWAM!

OPEN UP! THIS IS THE POLICE!

ANDRÉ BOULLION, WE HAVE A WARRANT FOR YOUR *ARREST!*

THE *JEWELS!* CAN'T LEAVE THEM BEHIND NOW!

HURRY, MY FRIEND! THE AUTHORITIES MUST NOT FIND YOU HERE!

WILL YOU BE ALL RIGHT?

MY LAWYER WILL SEE TO MY NEEDS!

KRACK!

RUN! I CAN'T HOLD THEM BACK ANY LONGER!

GET OUT OF OUR WAY, MR. BOULLION!

FAREWELL, ANDRÉ! A PITY WE COULDN'T HAVE PARTED UNDER MORE FAVORABLE CIRCUMSTANCES!

PWAP!

THAT SMOKE GRENADE SHOULD COVER MY ESCAPE!

GOT TO SLIP MY COAT DOWN, SO THAT I CAN EASILY REACH MY WEAPONS PACK!

THERE'S AN AWNING DIRECTLY BENEATH ME! I ONLY HOPE IT CAN TAKE MY WEIGHT!

BWANGG

MANAGED TO HIT IT JUST RIGHT!

=UGN= MY ANKLE! FEELS LIKE I SPRAINED IT!

I'M GETTING *TOO OLD* FOR THIS KIND OF THING!

3

LOOKS LIKE THE LOCALS BLEW IT. THE FOX IS GETTING AWAY!

WHAT ELSE DID YOU EXPECT?

CALLING *MOBILE ONE--!*

QUARRY IS PROCEEDING EAST ON 86TH STREET...

WE SEE HIM, WATCH-DOG!

SOMETHING TELLS ME I'D BETTER GET OFF THE STREETS! **FAST!**

HIT THE BRAKES! **HURRY!** HE'S TURNING DOWN THAT ALLEY--

SCREECH!

BWAK!

WHA?! MY CAR--!

WHAT'S WITH YOU MANIACS? THIS IS A NEW YORK CITY STREET ... NOT THE INDIANAPOLIS SPEEDWAY!

HEY, WHERE ARE YOU GOING? WHO'S GONNA PAY FOR MY ...

...CAR?!

SILVER SABLE INTERNATIONAL WILL SEE THAT YOU ARE FULLY COMPENSATED FOR ANY DAMAGE TO YOUR VEHICLE, SIR.

NOW, THEN, I'LL NEED THE CORRECT SPELLING FOR YOUR NAME, ADDRESS AND INSURANCE COMPANY.

WHO ARE THESE GUYS? WHY ARE THEY AFTER ME?!

OH, **NO!** THEY'RE DRAWING GUNS!

TAKE HIM DOWN, MEN! DON'T LET HIM GET OVER THAT FENCE!

I'M GLAD WE'RE ARMED WITH MERCY BULLETS! OUR ORDERS ARE ONLY TO CAPTURE THE FOX ... NOT KILL HIM.

BWAM!

BWAM!

BWAM!

YEOW! THESE GUYS ARE CRAZY!

THAT SETTLES IT! I'M DEFINITELY GETTING OUT OF THIS BUSINESS!

MEANWHILE, AT COLUMBIA PRESBYTERIAN HOSPITAL...

WE'RE NAMING HIM *NORMAN HARRY OSBORN*... AND HE'S SIMPLY GORGEOUS!

ADMIT IT, PARKER! MY SON IS THE MOST BEAUTIFUL BABY YOU'VE EVER SEEN!

I NEVER ARGUE WITH A PROUD PARENT, HARRY!

YOU'LL HAVE TO EXCUSE MY HUSBAND, PETER. THE DOCTORS TELL ME HE'S GOT THE WORST CASE OF *NEW DADDY SYNDROME* EVER RECORDED!

WANT TO HOLD HIM?

I'LL PASS. I PREFER VIEWING BABIES FROM A DISTANCE.

WHAT'S THE MATTER, PETEY, AFRAID HE'LL BREAK? JUST TOSS HIM IN MY DIRECTION, AND I'LL SHOW YOU HOW STURDY HE IS!

I JUST CAN'T WAIT TO GET MY HANDS ON THAT BROWN-EYED LITTLE HUNK!

HE'S ALL YOURS, MARY-JANE!

OOH! WHAT A CUTEY! THIS ONE'S GOING TO BE SOME HEART-BREAKER WHEN HE GROWS UP!

I NEVER THOUGHT OF YOU AS THE BABY TYPE BEFORE NOW, MARY JANE.

JUST LIKE HIS FATHER!

ARE YOU KIDDING? I'M CRAZY ABOUT THESE LITTLE RUG RATS... JUST SO LONG AS THEY BELONG TO SOMEONE ELSE!

I'LL SEE YOU GUYS LATER. I'VE GOT TO HIT THE *DAILY BUGLE*, AND TRY TO RUSTLE UP A FEW FREE-LANCE PHOTO ASSIGNMENTS.

THANKS FOR STOPPING BY, PETE!

TAKE IT SLOW, TIGER... BUT NOT *TOO* SLOW!

I'M REAL HAPPY FOR HARRY AND LIZ, BUT ALL OF THAT FAMILY JAZZ WAS STARTING TO GET TO ME... ESPECIALLY WITH MARY JANE STANDING THERE.

I USED TO LOVE THAT GIRL ... BUT I GUESS I HAVEN'T FELT COMFORTABLE AROUND HER SINCE I LEARNED THAT SHE KNEW I WAS SECRETLY *SPIDER-MAN!*

4

WHY'D SHE HAVE TO GO AND CALL ME "TIGER"? IT BRINGS BACK SO MANY MEMORIES...

...BUT I ALREADY HAVE ENOUGH ON MY MIND WITHOUT THINKING ABOUT MARY JANE. MY *AUNT MAY* IS STILL ANGRY WITH ME FOR DROPPING OUT OF GRADUATE SCHOOL...

... AND MY RELATIONSHIP WITH THE *BLACK CAT* JUST WENT COMPLETELY SOUR!*

*SEE *SPECTACULAR SPIDER-MAN* #100 FOR DETAILS-- OWZ.

A LITTLE WEB-SWINGING SHOULD HELP RAISE MY SPIRITS. AS SOON AS I GET OUTSIDE, I'LL SWITCH INTO MY COSTUME, AND...

HEY, AN EMPTY ELEVATOR!

THIS IS TOO GOOD AN OPPORTUNITY TO PASS UP!

STILL, I DON'T WANT IT STOPPING ON ANOTHER FLOOR WHILE I'M IN MID-CHANGE--

--SO I'LL DO MY COSTUME BIT UP HERE!

MOMENTS LATER...

I WISH THIS ELEVATOR WOULD HURRY UP, LORI!

RELAX, RON! WE FLEW ALL THE WAY FROM PITTSBURGH TO SEE HARRY AND LIZ'S BABY. A FEW SECONDS MORE WON'T...

...MATTER?!

WH- WHO ARE YOU?

I'M YOUR FRIENDLY, NEIGHBORHOOD SPIDER-*STORK!*

BY THE WAY, THE OSBORNS ARE ON THE EIGHTH FLOOR. *TA-TA!*

6

HEH! HEH! I CAN BE SUCH A DEVIL AT TIMES!

I JUST HOPE I CAN SCORE SOME WORK FROM THE *DAILY BUGLE* TODAY. IT'S BEEN AGES SINCE I SHOT ANY CRIME PIX FOR THEM, AND MY BANK ACCOUNT COULD USE A MONEY TRANSFUSION.

WELL, WELL, WHAT HAVE WE HERE?

THAT VAN SEEMS TO BE IN AN AWFUL HURRY!

AND, I DO BELIEVE I HEAR THE SOUND OF GUNSHOTS IN THE DISTANCE!

SCREECH

YEP, THOSE BOYS ARE SHOWING A RATHER BLATENT DISREGARD FOR THE CITY'S GUN CONTROL LAWS... NOT TO MENTION A FEW NOISE ORDINANCES, TOO!

BWAM!

KEEP FIRING, MEN! WE'VE GOT HIM CORNERED NOW!

BWAM!

STOP! *NO MORE!* I SURRENDER!

PLEASE DON'T HURT ME! I'M BEGGING YOU--!

I DON'T KNOW WHAT'S GOING ON DOWN THERE, BUT I DON'T LIKE WHAT I SEE!

NOT ONE BIT!

ALL RIGHT, GENTLEMEN, YOUR PLAY PERIOD IS OVER!

IT'S TIME TO PUT ALL YOUR NOISE-MAKERS AWAY BEFORE SOMEONE GETS HURT... NAMELY, *YOU!*

FWOK!

EEYAGG!

STOP THAT COSTUMED FOOL! WE CAN'T LET HIM INTERFERE WITH OUR MISSION!

I'VE GOT HIM!

DON'T KID YOURSELF, FELLA! I LET YOU GRAB ME! I FIGURED YOUR PLAYMATES WOULD HAVE TO STOP SHOOTING IF I DID! LUCKY FOR YOU YOU'RE WELL-LIKED!

THWOK!

I NEVER THOUGHT I'D BE *HAPPY* TO SEE *SPIDER-MAN!* I ONLY HOPE HE CAN KEEP THOSE GOONS DISTRACTED--

--UNTIL I CAN MAKE GOOD MY ESCAPE!

HM! ALL OF THE GUNMEN SEEM TO BE ACCOUNTED FOR! NOW, WHERE DID THEIR PLAYMATES RUN OFF TO--?

UH-OH! LOOK WHO'S HERE--!

YOU MISERABLE WEB-HEADED G#★*!?! HOW MANY TIMES HAVE I WARNED YOU ABOUT STICKING YOUR NOSE INTO POLICE BUSINESS?! I OUGHTA RUN YOU IN ON THIS ONE!

GET OFF MY BACK, *LT. KEATING!* I JUST STOPPED THESE MANIACS FROM SHOOTING UP THE STREETS!

FOR YOUR INFORMATION, THESE "MANIACS" HAPPEN TO BE REPRESENTATIVES OF THE *SYMKARIAN GOVERNMENT*--WHO WERE ASSISTING THE LOCAL PRECINCT IN APPREHENDING AN INTERNATIONAL JEWEL THIEF!

WHA-A-A-AT?!

FACE IT, SPIDER-MAN! YOU BLEW IT--*BAD!*

LATER, AFTER A STERN LECTURE...

THIS SPIDER-MAN PERSON COULD BECOME EXTREMELY TROUBLESOME IN THE FUTURE.

WE'D BETTER CONTACT *SILVER SABLE* IMMEDIATELY!

SHE ISN'T GOING TO BE PLEASED WITH THE WAY THINGS TURNED OUT TODAY!

THE SYMKARIAN EMBASSY, LOCATED ON EAST 53RD STREET...

SILVER, I'M AFRAID THE AMBASSADOR HAS JUST INFORMED ME OF SOME RATHER DISTRESSING NEWS...

...HE'S JUST BEEN IN CONTACT WITH THE LOCAL AUTHORITIES, AND IT SEEMS THAT OUR OPERATIVES HAVE FAILED IN THEIR ATTEMPT TO CAPTURE THE BLACK FOX.

THEIR EFFORTS WERE FRUSTRATED BY A COSTUMED ADVENTURER WHO GOES BY THE NAME OF SPIDER-MAN!

I KNOW, UNCLE MORTY. I'VE ALREADY RECEIVED A REPORT FROM MY AGENTS ON THE SCENE.

YOU DON'T SEEM VERY UPSET ABOUT THIS SETBACK.

I'M NOT.

MY CLIENT, A MAJOR INSURANCE COMPANY, HAS OFFERED ME $200,000 FOR THE APPREHENSION OF THE FOX.

WITH AN EXPENSE BUDGET OF $10,000 A DAY--PLUS AN ADDITIONAL $50,000 THROWN IN TO PAY FOR ANY DAMAGE TO PUBLIC OR PRIVATE PROPERTY--I CAN EASILY RUN THIS OPERATION FOR A FULL FIFTEEN DAYS, AND STILL MAKE A HANDSOME PROFIT!

NOW IF YOU'LL EXCUSE ME, IT'S TIME I BEGAN MY DAILY WORKOUT!

THE WILD PACK WASN'T FORMED TO MAKE PROFITS!

WHOOOM

I KNOW THAT, UNCLE MORTY...!

KTAK!

MY FATHER FOUNDED THE PACK, WITH THE AID OF THE GOVERNMENT OF SYMKARIA, TO HUNT DOWN NAZI WAR CRIMINALS!

THUMP!

BUT I BELIEVE IN CHANGING WITH THE TIMES! UNDER MY LEADERSHIP, THE PACK WILL HUNT ANYONE... FOR A PRICE!

I CAN HEAR THEM ENGAGING THEIR WEAPONS BEHIND ME!

HAVE TO MOVE FAST--!

KCHK

KCHK

OH, NO! I ACCIDENTALLY HIT THIS MAN TOO HARD! SOUNDS LIKE I SHATTERED HIS KNEE-CAP!

WHHT!

ARRGH!

CRAK

THERE GOES MY MEDICAL INSURANCE RATES AGAIN!

I'D BETTER USE A *CHAI* TO DISARM THE OTHERS BEFORE ANYONE GETS HURT!

WHSSSSSSS!

WHAT THE--?

KTING!

HEY--!

KTANG!

A WARM TOWEL, MISS SABLE?

THANK YOU, MADELINE.

COULD YOU PLEASE RING OUR STAFF DOCTOR? I'M AFRAID I'VE INJURED ONE OF THE MEN QUITE SERIOUSLY.

THK

THERE! THAT SHOULD BRING THIS EXERCISE TO A MOST DEFINITE CONCLUSION!

=UNN=

NOW, THEN, UNCLE MORTY, ABOUT THIS SPIDER-MAN FELLOW... I'D LIKE TO KNOW MORE ABOUT HIM.

SILVER SABLE MUST DIE!

I FEAR YOU ARE QUITE CORRECT. SILVER SABLE MUST DIE ... EVENTUALLY!

HOWEVER, I DON'T INTEND TO DIE TODAY... AND CERTAINLY NOT BY *YOUR* HAND!

FVOP!

UGNN

SHE... ISN'T ONE OF OUR REGULAR PEOPLE!

I BELIEVE YOU'RE RIGHT, UNCLE! SHE'S PROBABLY AN ASSASSIN SENT BY OUR OLD ENEMY.

HAVE HER INTERRO-GATED!

YOU... COULD HAVE BEEN KILLED!

ANYTHING IS POSSIBLE.

I'LL BE IN THE JACUZZI IF I'M NEEDED FURTHER.

HOOM!

FOREST HILLS, QUEENS...

MAY--!

MAY, WHERE ARE YOU?

I'M UP HERE, NATHAN.

IS ANYTHING WRONG?

NO, BUT YOU DO SEEM TO BE SPENDING AN AWFUL LOT OF YOUR TIME UP IN THE ATTIC LATELY.

I'VE... BEEN GOING THROUGH SOME OLD PHOTO ALBUMS.

YEAH, AND I CAN GUESS WHO'S THE FEATURED ATTRACTION OF THOSE PHOTOS.

NATHAN, PLEASE.

LOOK, MAY, I REALIZE IT'S NONE OF MY BUSINESS--BUT DON'T YOU THINK IT'S TIME YOU ENDED THIS SILLY FEUD WITH YOUR NEPHEW?

YOU HAVEN'T SPOKEN A WORD TO PETER SINCE THAT DAY HE TOLD YOU HE HAD DROPPED OUT OF GRADUATE SCHOOL! *

YOU JUST DON'T UNDERSTAND, DO YOU?

*SEE AMAZING #252--OWZ.

PETER ALWAYS DREAMED OF A CAREER IN SCIENCE! IT WAS HIS RESPONSIBILITY TO FINISH HIS EDUCATION, AND ACCOMPLISH THAT DREAM!

HE SHOULDN'T HAVE QUIT ON HIMSELF!

BUT, IT'S PERFECTLY ALL RIGHT FOR YOU TO QUIT ON HIM...

WHAT--?!

DON'T YOU SEE WHAT YOU'VE DONE, MAY?

PETER MAY HAVE GIVEN UP ON HIS DREAM, BUT YOU GAVE UP ON HIM!

YOU'VE COMPLETELY SHUT HIM OUT OF YOUR LIFE... AT A TIME WHEN HE MAY NEED YOU THE MOST!

CALL HIM, MAY. MAKE YOUR PEACE WITH PETER.

MOMENTS LATER...

BRRT-KLIK BRRT-KLIK BRRT-KLIK

I'LL HAVE TO TRY AGAIN LATER. I'VE DIALED HIM THREE TIMES, AND HIS LINE IS STILL...

...BUSY!

IT'S JUST AS WELL. AUNT MAY PROBABLY WOULD HAVE HUNG UP ON ME ANYWAY.

IF I REALLY WANT TO PATCH THINGS UP BETWEEN US I'M JUST GOING TO HAVE TO CONFRONT HER IN PERSON.

I'VE BEEN MEANING TO DROP IN ON HER FOR WEEKS, BUT I CAN NEVER SEEM TO FIND THE TIME.

SOMETHING MORE URGENT ALWAYS SEEMS TO GET IN THE WAY...

...LIKE THAT THIEF THIS MORNING!

HE MANAGED TO ESCAPE BECAUSE OF ME! HE'S THE ***BLACK FOX!*** I REMEMBER MEETING HIM ONCE BEFORE! *

IT'S NOW MY RESPONSIBILITY TO SEE THAT HE'S RECAPTURED!

* IN ISSUE #256 -- OWZ.

=WHEW= BUT I CERTAINLY DON'T WANT TO GO OUT AFTER HIM IN THIS SWEATY, OLD THING!

IT'S ALMOST TOO RIPE FOR WORDS!

I SHOULD HAVE THOUGHT ABOUT CLIMBING BACK INTO IT ***BEFORE*** I TOOK MY AFTERNOON SHOWER!

OH, WELL, I CAN'T LET AN INTERNATIONAL JEWEL THIEF RUN LOOSE JUST BECAUSE MY DEODORANT FAILED ME.

I'LL JUST HAVE TO WEAR THAT NEW COSTUME THE BLACK CAT SEWED FOR ME! *

* IN SPECTACULAR SPIDER-MAN #99 -- OWZ.

AND SO, SOMETIME LATER...

I WISH I KNEW WHAT TO DO ABOUT MY COSTUME SITUATION.

I REALLY LIKE THE WAY THIS BLACK ONE LOOKS ON ME... EVEN THOUGH IT'S AN EXACT DUPLICATE OF THE ALIEN SYMBIOTE I PICKED UP ON THE BEYONDER'S PLANET! *

BUT, I STILL HAVE AN ATTACHMENT TO MY OLD RED AND BLUE ONE...

* SEE **THE SECRET WARS** LIMITED SERIES FOR DETAILS -- OWZ.

I DON'T THINK THE GENERAL PUBLIC WILL ACCEPT THE IDEA OF A MASKED ADVENTURER WITH TWO DISTINCT UNION SUITS.

THEN AGAIN, THEY DON'T ACCEPT ME *ANYWAY*.

I WONDER HOW IT WOULD WORK IF I ONLY WORE MY BLACK COSTUME AT NIGHT, AND SAVED MY RED AND BLUE ONE FOR DAYTIME USE?

NAH! THAT IDEA'S TOO DUMB EVEN FOR ME!

UH-OH! MY SPIDER-SENSE IS WARNING ME OF DANGER... FROM ABOVE!

THAT HELICOPTER--! IT SEEMS TO BE FOLLOWING ME!

THIS COULD PROVE TO BE A LOT MORE INTER-ESTING THAN HUNTING FOR THE FOX!

THWIP!

I HOPE THE PILOT'S PREPARED FOR A WILD GAME OF *FOLLOW-THE-SPIDER!*

DID YOU SEE THE WAY HE DUCKED BETWEEN THOSE BUILDINGS? *AMAZING!* I DIDN'T THINK ANYONE COULD MOVE THAT FAST!

ARE YOU SURE HE'S THE SAME SPIDER-PERSON *SILVER* WANTED US TO OBSERVE?

HIS COSTUME DOESN'T SEEM TO MATCH THE DESCRIPTION WE WERE GIVEN!

HE'S GOT TO BE THE RIGHT ONE! WHO ELSE WOULD BE CRAZY ENOUGH TO GO TRAVELING ACROSS THE CITY ON A WEB-LINE?

MEANWHILE, ELSEWHERE...

I'M DISAPPOINTED THAT I COULDN'T CONVERT THE JEWELS INTO CURRENCY BEFORE LEAVING THIS COUNTRY.

I'LL PROBABLY HAVE TO SETTLE FOR A MUCH LOWER RATE OF EXCHANGE ABROAD.

I JUST HOPE NOTHING'S GONE WRONG WITH MY ESCAPE PLANS.

BAR

MINUTES LATER...

EVERYTHING'S BEEN ARRANGED ACCORDING TO YOUR INSTRUCTIONS. THE FREIGHTER WILL PICK YOU UP AT THE RENDEZVOUS POINT IN ONE HOUR.

LOOKS LIKE SILVER'S INFORMATION WAS CORRECT. THE FOX HAS BEEN USING THIS PLACE AS A CONTACT POINT.

I'D BETTER ALERT THE REST OF THE PACK!

KLIK!

ATTENTION, ALL UNITS! THE FOX HAS BEEN SIGHTED! PLEASE HOME-IN ON MY SIGNAL!

SOMERSAULTING BACKWARDS, SPIDER-MAN BEGINS WEB-SWINGING AFTER THE RETREATING HELICOPTER...

HEY! THEY'RE LEAVING!

I WONDER WHY?

MAYBE IT'S TIME I STARTED FOLLOWING THEM!

AND THEN...

NO SENSE TIRING MYSELF OUT!

BEOING!

I'M SURE THEY WON'T MIND IF I HITCH A RIDE!

ACTING LIKE INCREDIBLY POWERFUL SUCTION-CUPS, SPIDER-MAN'S FINGERTIPS ADHERE TO THE HELICOPTER'S UNDERBELLY...

YEOW! WHAT CAUSED US TO DIP LIKE THAT?

I'M NOT SURE. WE MUST HAVE HIT A BAD DOWNDRAFT ...OR SOMETHING!

SOON...

WELL, WELL, WHAT HAVE WE HERE?

LOOKS LIKE A PARTY...

...AND IT'S BEING THROWN BY THE SAME TRIGGER-HAPPY GOONS WHO WERE CHASING THE FOX THIS MORNING!

SOMETHING TELLS ME THAT FOXIE-LOXIE WILL BE A WHOLE LOT HAPPIER, IF I'M THE FIRST ONE TO FIND HIM!

MAM'SELLE SABLE, THE FOX IS MINUTES AWAY FROM CAPTURE!

EXCELLENT! I WANT TO BE PRESENT WHEN WE TURN HIM OVER TO THE LOCAL AUTHORITIES!

PLEASE RING FOR MY ROLLS, UNCLE MORTY.

NO ONE'S IN SIGHT! GOOD!

IT PROBABLY WASN'T NECESSARY FOR ME TO STRIP OFF MY TRENCHCOAT, BUT I WANTED TO BE IN MY JUMPSUIT IN CASE I HAD TO MOVE QUICKLY.

HI THERE! CAN YOU TELL ME THE NAME OF AN INTERNATIONALLY KNOW JEWEL THIEF WHO JUST RAN OUT OF LUCK?!

WHA--?!

C'MON, FOX! NOT THOSE STUPID **SMOKE GRENADES** AGAIN!

YOU OUGHT TO REALIZE THEY WON'T STOP ME!

KEEP BACK! DON'T TOUCH ME!

=SHEESH= TRY TO HELP SOME PEOPLE!

SLOW DOWN, GUY! YOU'RE HEADED IN THE DIRECTION OF BIG...

"...TROUBLE!"
LOOK! THAT'S HIM!
OH, NO!
TAKE HIM DOWN, MEN! HURRY--!
SILVER WILL BE FURIOUS IF HE MANAGES TO ESCAPE US AGAIN!
BWAM!
BWAM!
BWAM!
STOP! PLEASE--!
I GIVE UP!
UNNN
THIS IS SICK!
THEY'RE USING SOME KIND OF MERCY BULLETS, BUT THE FOX IS TAKING AN AWFUL BATTERING!
ENOUGH!
HAVEN'T YOU CLOWNS EVER HEARD OF COMPASSION?
WHY DON'T YOU GIVE THE GUY A BREAK?
THWIPP
UH-OH! THERE'S MORE OF THEM!
HEADS UP, FOXY! YOU'RE COMING WITH ME!

ARE YOU THE SAME SPIDER-MAN I SAW THIS MORNING?

OF COURSE I AM! YOU SHOULDN'T LET A LITTLE THING LIKE A DIFFERENT COSTUME CONFUSE YOU!

WH-WHERE ARE YOU TAKING ME?

TO SAFETY FOR NOW... BUT DON'T GET YOUR HOPES UP!

YOU'LL PROBABLY BE SEEING YOUR NEXT SUN-RISE THROUGH THE BARS OF A JAIL CELL!

WHY ARE WE STOPPING HERE?

I HAD TO GET MY BEARINGS! I'M NOT VERY FAMILIAR WITH THIS AREA.

WHAT WERE YOU DOING IN THIS NEIGHBORHOOD, ANYWAY?

I WAS ON MY WAY TO A LAUNCH... WHICH WOULD HAVE TAKEN ME TO A FREIGHTER BOUND FOR EUROPE!

SKIPPING THE COUNTRY, EH?

IT WAS THE ONLY WAY I COULD EVER BE REUNITED WITH MY FAMILY.

YOU HAVE A FAMILY?!

THAT SURPRISES YOU?

I HAVE A MOST BEAUTIFUL WIFE... AND FOUR LOVELY CHILDREN... BUT I HAVEN'T SEEN THEM IN YEARS.

MY "WORK" HAS KEPT US APART.

I'VE BEEN MEANING TO RETIRE... TO GO BACK TO THEM... BUT ONE MORE JOB ALWAYS CAME UP... AND THEN, ANOTHER... AND, ANOTHER...

I NEVER EVEN NOTICED THE YEARS SLIPPING AWAY FROM ME!

I ALWAYS THOUGHT I'D HAVE PLENTY OF TIME TO MAKE THINGS UP TO MY FAMILY.

I WAS WRONG. I GUESS I JUST WAITED TOO LONG...

NO! IT'S NEVER TOO LATE!

I'M MUCH TOO OLD TO SURVIVE ANOTHER PRISON TERM SPIDER-MAN!

YOU WON'T HAVE TO...IF I CAN HELP IT!

UH-OH! MY SPIDER-SENSE IS STARTING TO TINGLE AGAIN!

ATTENTION, YOU ON THE ROOF! WE'VE GOT YOU COVERED!

RAISE YOUR HANDS AND SURRENDER PEACEFULLY!

OH, ALL RIGHT, IF YOU INSIST...

SPWAT!

THWIPP!

WHOOPS! THAT WASN'T MY HAND, NOW, WAS IT?

YOU... KNOCKED OUT THEIR SPOT-LIGHT!

JUST CALL ME MR. CLUMSY!

MOMENTS LATER...

KLUNK CRASH

WHAT WAS THAT?

WE'D BETTER CHECK IT OUT!

HEH! HEH!

THWIPP THWIPP

HANG ON TIGHT, FOX! MY WEB-BALLS ARE PROVIDING THE DISTRACTION WE NEEDED!

I STILL DON'T UNDERSTAND WHY YOU HELPED ME!

LET'S JUST SAY I HAVE A SOFT SPOT IN MY HEAD FOR MEN WITH FAMILY PROBLEMS!

BY THE WAY, WHERE DOES YOUR FAMILY LIVE?

VROOM!

ON THE FRENCH RIVIERA! *FAREWELL MY FRIEND!*

THE FOX--!

WE CAN'T LET HIM GET AWAY!

BLAST HIM OUT OF THE WATER!

SPIDER-MAN!

THAT WOULDN'T BE VERY SPORTING OF YOU, WOULD IT?

NOT BAD! YOU WEREN'T THE LEAST BIT FAZED BY MY BLACK COSTUME!

I'LL BET YOU'RE A WIZ AT ALL THE NEW TRIVIA GAMES, TOO!

I'LL JUST KEEP THESE JOKERS BUSY UNTIL... OH, *NO!* ANOTHER BOAT!

I REALLY HATE TO BRING THIS EXERCISE CLASS TO AN EARLY CLOSE, BUT--

THWIP!

--IT'S WEB-SWINGING TIME!

DUCK!

YEOW!

KA-VWAK!

UNNN!

HA-HA! NOTHING CAN STOP ME NOW!

I'LL SOON BE ENJOYING A PROPER RETIREMENT ON THE CONTINENT, SUBSIDIZED BY A FORTUNE IN...

PAT! PAT!

...JEWELS!?! THEY'RE... GONE!

WAIT! WHAT'S THIS--?!

@#!?☆*!!

COMPLIMENTS OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN

I WONDER IF I DID THE RIGHT THING BY GIVING HIM A SECOND CHANCE. I HOPE SO... FOR BOTH OUR SAKES!

CONGRATULATIONS, SPIDER-MAN! YOU'VE BROKEN QUITE A FEW LAWS TONIGHT--

--AND COST MY COMPANY, ***SILVER SABLE INTERNATIONAL***, A SIZEABLE FEE! I'M NOT VERY PLEASED WITH YOU!

THAT'S A REAL SHAME! YOU ***COULD*** TRY TO SUE ME--BUT THEN, I WOULDN'T BE INCLINED TO LET YOU CLAIM THE REWARD FOR RECOVERING THESE JEWELS...

...WHICH I SLIPPED OFF THE FOX!

HHM! A REWARD WHICH WOULD CERTAINLY COVER MOST OF MY EXPENSES.

ALL RIGHT, SPIDER-MAN. WE'RE EVEN... FOR NOW!

GOOD! NOW, IF YOU'LL EXCUSE ME, I'VE GOT TO ATTEND TO SOME RATHER PERSONAL BUSINESS!

WHAT A THOROUGHLY INTRIGUING MAN! I MUST LEARN MORE ABOUT HIM!

SOMETIME LATER...

BRRR-INGG

I'LL ANSWER THE FRONT DOOR, MAY!

=HUMPH= YOU'D DO ANYTHING TO GET OUT OF HELPING WITH THE TABLE CLEAN UP!

HI, NATHAN! IS MY AUNT HOME?

I'D REALLY LIKE TO SEE HER!

KRASH!

OH, MY!

GOODNESS! JUST LOOK AT THE MESS I'VE MADE!

COULD YOU USE SOME HELP, PRETTY LADY?

HELLO, AUNT MAY.

I'VE MISSED YOU.

PETER, I... I...

I'VE MISSED YOU, TOO.

END

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN

COWAN/RUBINSTEIN

THIS MAN... THIS FROG!

SPIDER-MAN

Stan Lee PRESENTS.
(UNDER PROTEST)
PETER DAVID.... WRITER
SAL BUSCEMA...PENCILS
JOE RUBINSTEIN AND CO. ...FINISHER
RICK PARKER....LETTERING
OLIVER AND YOMTOV...COLORS
JIM OWSLEY ..... EDITOR
JIM SHOOTER..EDITOR IN CHIEF
(AND WHO SHOULD KNOW BETTER)

JUMP FOR MY LOVE OR SPRING IS IN THE AIR

JUMP!

AH! A CROWD! CROWDS MEAN NEWS! NEWS MEANS NEWS PHOTOS...

AND NEWS PHOTOS I CAN SELL AS PETER PARKER...

...MEANS A BREAK FROM FROZEN DINNERS!

AW, NO!

SOMETIMES PEOPLE MAKE ME SICK.

SOME POOR SHLUB WANTS TO CASH IT IN, AND HE GETS ENCOURAGE-MENT!

I CANT UNDER-STAND WHAT WOULD DRIVE ANYBODY TO--

"SUICIDE."

POLICE

POLICE

C'MON, ALREADY. DON'T WAIT!

C'MON AND JUMP!

STIFLE IT, VAN HALEN... UH-OH!

YES! FOR ONCE I'M GOING TO DO SOME-THING WORTHWHILE WITH MY LIFE...

-- END IT!

HEY, SLIM! JUMPING OFF A 15TH STORY LEDGE IS AGAINST THE LAW!

YOU COULD BE FINED FOR THIS.

OH, NO!

THIS CAN'T BE HAPPENING! IT CAN'T!

I CAN'T EVEN KILL MYSELF RIGHT.

HEY, LOOK... WE ALL OF US HAVE TROUBLES, FRIEND. BUT--

DON'T HAND ME THAT! I'VE *NEVER* HAD A FRIEND IN MY LIFE. JUST PEOPLE WHO FEEL *SORRY* FOR ME. NO ONE TAKES ME SERIOUSLY.

I TAKE YOU SERIOUSLY... SAY, WHAT'S YOUR NAME, ANYWAY?

MORTIMER.

UH... MORTY. LISTEN, I SAVED YOUR LIFE, DIDN'T I?

IN SOME CULTURES THAT MAKES ME RESPONSIBLE FOR YOU.

AND I TAKE MY RESPONSIBILITIES PRETTY SERIOUSLY.

SO WHATTAYA SAY, BUDDY?

YOU...YOU'D *REALLY* BE MY FRIEND? THIS ISN'T ANOTHER CRUEL *JOKE*?

CROSS MY HEART AND HOPE TO DIE, MORTY.

HE *DID* IT! WHO *CARES* WHAT THE *DAILY BUGLE* SAYS. THAT "MENACE" SAVED HIM!

YEAH! ONE *FREAK* SAVED BY ANOTHER!

HEY, *SPIDER-MAN!* YOUR FAT PAL WIMPED OUT. WHY DON'T *YOU* GIVE US SOME ENTERTAINMENT?

YOU GOT IT.

NOW THAT'S ENTERTAINMENT.

THWIP

HE... HE ACTUALLY STUCK UP FOR ME. HE MEANT IT.

I'LL BE BACK, FRIEND... BEFORE YOU KNOW IT. AND I'LL NEVER ABANDON YOU.

EVER.

HEY-HEY, LOVER. NICE CATCH.

WHY'D YOU TAKE OFF SO EARLY THIS MORNING? I MISSED YOU AT BREAKFAST.

OH... HI, FELICIA.

YES, THIS SEQUENCE TAKES PLACE BEFORE THE HISTORIC BREAK-UP IN PPTSS #100. YOU'LL UNDERSTAND WHY SHORTLY--JIM.

"OH, HI?" RESTRAIN YOUR ENTHUSIASM, LOVER.

AND YOU HAVEN'T ANSWERED MY QUESTION.

YES, I HAVE, FELICIA. SEVERAL TIMES.

AS LONG AS YOU HAVE SOME SECRET POWER YOU WON'T TELL ME ABOUT...

I'M NOT SURE HOW I FEEL WORKING WITH YOU.

IF YOU JUST WOULDN'T HIDE THINGS FROM ME...

I DIDN'T HIDE ANYTHING LAST NIGHT, HMMM? MAYBE THAT'S THE PROBLEM...

WE NEED MORE MYSTERY IN OUR LIFE... ROMANCE...

LIKE WHEN WE FIRST MET, BEFORE I WENT STRAIGHT. THOSE WERE SCRUMPTIOUS TIMES.

CAT, YOU'RE NOT THINKING OF...

RETURNING TO CRIME? OF COURSE NOT, LOVER. YOU KNOW ME. JUST THE EMPTY-HEADED BLACK CAT, RAMBLING ON.

JUST... THE BLACK CAT.

ON THAT SLIGHTLY SINISTER NOTE, WE GO SEVERAL WEEKS LATER TO...

JUST KEEP 'EM RAISED, MAN...

IF YOU FEEL LIKE KEEPING YOURSELF, AND YOUR MAGAZINES IN MINT CONDITION.

SALE

MARVEL COMICS

WHAT COULD POSSIBLY GO WRONG--?

GOT TO HAND IT TO YOU. SMOOTH AS SILK, THIS JOB.

C'MON, FRED, THIS'LL JUST TAKE A MINUTE! THE NEW SAVAGE SWORD OF CONAN CAME IN TODAY... WHA--?

OKAY--! TAKE IT EASY. WE'RE GOING.

...CORNER OF 12th STREET AND 7th AVENUE, REQUESTING BACK-UP...

BER MA

"TWO SUSPECTS, ONE BLACK, ONE CAUCASIAN, BOTH ARMED."

BERT'S MAGAZINES

REMEMBER, WE'VE GOT A *HOSTAGE* SITUATION, SO NO MOVES WITHOUT ORDERS.

AND GET THAT *TV* CAMERA CREW OUT OF HERE!

WOW! SOMEBODY'S HOLDING UP THAT MAGAZINE STORE!

SHEESH! I CAN'T EVEN GET A T.V. GUIDE WITHOUT HITTING PROBLEMS! I'LL JUST SET UP MY CAMERA AND THEN SPIDEY'LL MAKE THE SCENE!

ATTENTION IN THE STORE! YOUR GET-AWAY CAR IS HERE, AND YOUR PATH HAS BEEN CLEARED AWAY.

WHY NOT LET THE HOSTAGES GO? WE'VE MET YOUR DEMANDS.

YOU HAVE MY PERSONAL PROMISE THAT NO EFFORT IS BEING MADE TO STOP YOU.

THERE ISN'T A **SWAT** TEAM WITHIN MILES OF HERE.

BLAST! STAND *STILL*, BLAST IT!

BOGUS, MAN! I DON'T CARE WHAT *BULL* YOU'RE HANDIN' US. THE BROADS COME WITH *US*.

AND AIN'T *NOBODY* STOPPIN' US!

THWIP

WHAT LUCK!

I'M NOT *NOBODY*!

SPIDER-MAN! ... I THINK...

"THINK?" *OH!* THE NEW *OUTFIT*! *NIFTY*, ISN'T IT?

NOT ONLY DOES IT *NOT* SHOW DIRT...

NOT ONLY IS IT HARDER TO SPOT ME AT NIGHT...

BUT IT GETS ME MORE WOMEN THAN I CAN HANDLE!

SPIDER-SENSE WARNING ME. WELL, LET HIM HAVE A TRY BEFORE I--

STOP!

HARM ONE WEB ON HIS HEAD AND YOU'LL FACE THE WRATH OF--

THE TOAD!

BAWHAM!

WHAT?

THE TOAD? WHAT'RE YOU DOING HERE? WEREN'T YOU ONE OF THE EVIL MUTANTS?

LEDGE... WAIT! THAT WAS YOU? SORRY... I DIDN'T RECOGNIZE YOU.

YOU... YOU DON'T KNOW? YOU DON'T REMEMBER A FEW WEEKS BACK? THE LEDGE?

I SUPPOSE YOU WOULDN'T. A FEW WEEKS OF THERAPY AND I'M A NEW MAN! I DON'T EVEN NEED TO GO BACK FOR SESSIONS ANYMORE.

THE DOCTORS TOLD YOU THAT, MORTY?

NO, I TOLD ME THAT! THEY JUST SAID MY PROGRESS WAS REMARKABLE. EITHER WAY, I'M READY TO ACCEPT YOUR OFFER, SPIDER-MAN.

--OFFER--? OH, PLEASE, NO. DON'T TELL ME...

YES, THAT'S RIGHT!

I'M GOING TO BE YOUR NEW PARTNER... FRIEND!

I SHOULD'VE PUSHED HIM OFF, I SHOULD'VE PUSHED HIM OFF...

AND, ON THAT EVENING'S NEWSCAST...

--SO...

THEY'RE CALLING THE *TOAD* SPIDEY'S NEW PARTNER.

THEY'RE CALLING HIM AN INCREDI-BLE LEAPING WONDER.

WELL *I* CALL HIM...

... A *RIP-OFF!* AND I'M *NOT* TAKING IT *SITTING DOWN!*

THIS CREEP IS GONNA BE SENT PACKING, COURTESY OF--

THE FABULOUS *FROGMAN!*

CRACK OF DAWN...

≷WHEW!≷

YOU SHOULD SLOW DOWN, SPIDER-MAN. YOU ALMOST LOST ME BACK THERE.

FANCY THAT.

LOOK, TOAD, ENOUGH'S ENOUGH. I'M GOING HOME.

FINE. WHERE'S THAT?

NONE. OF YOUR *BUSINESS.*

I *THOUGHT* WE WERE FRIENDS!

FRIENDS, YEAH, BUT CUT ME SOME *SLACK!* WE'RE *NOT* PARTNERS!

YOU DON'T WANT ME BECAUSE I'M A FREAK, RIGHT? A *MUTANT!*

RIDICULOUS! BESIDES, HOW DO *YOU* KNOW *I'M* NOT A MUTANT?

I DON'T! BUT *I'M* WILLING TO BE YOUR PARTNER *ANYWAY.*

LISTEN, MORTY, I JUST WENT THE PARTNER ROUTE WITH THE BLACK CAT. IT DIDN'T WORK OUT.

OKAY! BUT COULDN'T YOU *TRY* ME IN THE BLACK CAT'S *PLACE?*

I DON'T THINK SO.

HOW ABOUT THIS, TOAD?

WE GIVE THIS A 24-HOUR COOLING OFF PERIOD, AND HASH THINGS OUT TOMORROW.

OH BUGGER...

THWUD

URK!

LET'S MAKE IT TOMORROW, SEVEN A.M. DOWN BY THE DOCKS. MAYBE WE CAN GRAB SOME BREAK-FAST AFTERWARDS AND CALL IT EVEN.

--F-F-F-

...FINE...

ONCE, I WAS GRATEFUL FOR ANY ATTENTION SOMEONE GAVE ME... EVEN THE SHABBY TREATMENT I RECEIVED AS *MAGNETO'S* FLUNKY.

OR THE CHILDREN IN THE ORPHANAGE WHERE I GREW UP. EVEN THEIR TORMENTS WAS ATTENTION AND HUMAN CONTACT OF SORTS.

BUT THE ORPHANS ARE GONE, AND MAG-NETO IS GONE, AND I'M STILL HERE.

I, THE *TOAD!* AND NOW I DO THINGS *MY* WAY.

YOU'LL WANT ME FOR A PARTNER, SPIDER-MAN. NOT A FLUNKY OR STOOGE, BUT *PARTNER*.

TOMORROW AT THE DOCKS, THEN. SEVEN A.M. AND YOU'LL SEE JUST HOW MUCH YOU NEED THE TOAD.

--YES...

--WE'LL SEE...

MUCH LATER THAT DAY...

BAR JOSIE'S GRILL

FERGIT IT! MOVIN' TO THE WEST COAST WON'T HELP. DIN'T'CHA HEAR--

THEY GOT SOME CRUMMY *AVENGERS* OUT *THERE* NOW! ANOTHER ROUND, JOSIE!

CAN'T BE AS BAD AS OUT HERE. SEE THE NEWS YESTERDAY?

CAN'T EVEN KNOCK OVER A NEWSSTAND WITHOUT COSTUMED NUTS POPPING UP. THAT ROTTEN SPIDER-MAN.

QUITE RIGHT. HE'S A MEDDLESOME PEST...

THAT *I* KNOW HOW TO SQUASH.

OH, *DO* YOU, MR. BRITISH HOITY-TOITY?

YES I DO.

SO? YOU WANNA SPILL YOUR *GUTS* OR YOUR *DRINK*?

NO THREATS NECESSARY, MY DEAR OGRE.

LET'S SUPPOSE WE ALL GOT TOGETHER AND LAID AN *AMBUSH* FOR SPIDER-MAN. I OVERHEARD HIM TELL HIS NEW PARTNER, THE TOAD...

OH, *THAT* CREEP!

TO, UH, MEET HIM AT SEVEN A.M. TOMORROW AT THE WATERFRONT.

LITE

YOU KNOW, I LIKE IT! THERE'S... WHAT *47* OF US? AND ONE WALL-CRAWLER. WE'LL CARVE HIM TO SPIDER-CUTLETS! I'M *IN*!

YEAH!

JOSIE, A ROUND ON ME!

ME, TOO!

GO FOR IT!

R OSIE'S GRILL

TO THE *47* GUYS WHO *OFFED* SPIDER-MAN!

HEH-HEH-HEH!

SO THIS IS WHAT HAPPINESS IS LIKE. IT'S EXHILARATING

I FEEL LIKE NOTHING COULD DEPRESS ME--

--NOT EVEN...

CRUMMY LITTLE *SPIES!*

W-WHOOPS!

LET ME GO! I JUST WANTED IN ON SOME OF THE ACTION!

I DIDN'T MEAN TO *SCARE* YOU!

SCARE *ME?* *HAH!*

YOU'RE JUST A *PUNK KID!* I'LL HAVE YOU KNOW *I'VE* BEEN SCARED BY *EXPERTS*...

UH... FORGET THAT...

LOOK KID, GO HOME. THIS STUFF ISN'T FOR YOU.

BESIDES, YOU SHOULDN'T BE OUT THIS LATE. IT'S A SCHOOLNIGHT.

HA HA HA HA!

VIPER! SPIDEY'S HARBORING A VIPER IN HIS BOSOM.

AND AS LONG AS HE IS, HE'LL NEED THE HELP OF *EUGENE COLORITO*--

--THE FABULOUS FROG--! HUH--?

THANKS A LOT, DOG! THANKS A *WHOLE LOT!*

NEXT MORNING AT PETER PARKER'S APARTMENT...

NOT TOO SHABBY. EVEN JOE ROBERTSON'LL LIKE THESE PIX.

DARK ROOM

THE MAN'S ONE TOUGH EDITOR.

NOW IF I COULD JUST SOLVE MY TOAD PROBLEM. OUR MEETING'S IN AN HOUR AND I STILL DON'T KNOW WHAT TO SAY.

WHAT CAN I SAY, EXCEPT...

♫ IT'S NOT EASY BEING GREEN, 'CAUSE GREEN'S THE ♫

THAT'S IT. I'M HEADING UP TO THE ROOF. MAYBE SOME FRESH AIR WILL HELP ME SEE THINGS CLEARER.

CLICK

WHY, HI, PETER! YOU MUST BE FEELING SPRY THIS MORNING, COMING THROUGH YOUR SKYLIGHT.

OH, HI, BAMBI. YEAH, STAIRS ARE SO DULL Y'KNOW?

WHOOPS. DIDN'T NOTICE MY SPIDER-SENSE TINGLING MILDLY, TO WARN ME. WELL, NO HARM DONE. MY NEXT-DOOR NEIGHBOR CAN TINGLE MY SPIDER SENSE ANYTIME.

SAY, BAMBI--HOW LONG HAVE YOU, CANDI AND RANDI BEEN ROOMIES?

SEEMS FOREVER. ACTUALLY, SINCE COLLEGE.

AND DO YOU EVER FEEL RESPONSIBLE FOR THEM?

I TRY TO WATCH OUT FOR THEM, SURE.

BUT I'M NOT THEIR MOM, OR ANYTHING.

THEY'RE BIG GIRLS. SO AM I.

HEAR-HEAR!

TELL ME--DID YOU EVER HAVE SOME-ONE YOU WANTED TO DITCH--GENTLY? YOU PROMISED THEM YOU'D BE FRIENDS, BUT--

LIKE CREEPY BOY-FRIENDS?

NOT EXACTLY. BUT, YEAH. WHAT'D YOU DO?

OH, THAT'S EASY.

I'D SET HIM UP WITH SOMEONE ELSE.

IT'S ESPECIALLY EASY IF HE'S A CREEP, BECAUSE I COULD JUST SET HIM UP WITH ANOTHER CREEP AND THEY'D BE ETERNALLY HAPPY.

PETER, I MIGHT BE MORE HELP IF I KNEW WHAT WE WERE TALKING ABOUT.

NO, BAMBI, YOU'VE BEEN FINE. THANKS.

OH, PETER...

I WATCH THE SUN RISE EVERY MORNING. I *NEVER* MIND COMPANY.

45 MINUTES LATER...

WEB-HEAD, YOU *ARE* CRAZY...

YOU'RE LEAVING AN *EXTREMELY* AMENABLE YOUNG *WOMAN*...

EHOUSE

TO KEEP AN APPOINTMENT WITH A *GUY* WHO LOOKS LIKE FIVES MILES OF BAD ROAD.

McGUFFIN'S MARVELS

MARVELS

KASMAN'S EXOTIC PETS

AH, ME... A PROMISE IS A PROMISE, I SUPPOSE...

SPROING

HOLD IT. DID I JUST HEAR A--

SPROING

EUGENE! SO HELP ME, FROG-MAN, I'M...

WAIT! WHY WOULD MY SPIDER-SENSE REACT TO YOU? THERE'S NO DANGER...

YOU'RE WRONG!

SPROING

THIS WHOLE THING IS A TRAP, SET UP BY THE TOAD!

A TRAP? ARE YOU SURE?

SCREECH

YEAH. I'M SURE.

DON'T WORRY, SPIDER-MAN. I, THE TOAD WILL SAVE YOU FROM THE 47 DANGEROUS GUNMEN.

YOU MEAN 9, DON'T YOU?

AND EVEN THEY ARE NOT IN SUCH GOOD SHAPE.

NINE?! AND... YOU'RE HUNG-OVER?!?

AT LEAST WE'RE STANDING...

SNAKES
LIZARDS
FROGS
TOADS

I HOPE YOU'RE HAPPY! SPIDEY'S IN TROUBLE...

I AM?

FORTUNATELY I'M HERE TO SAVE HIM.

THIS IS A GAG, RIGHT?

KID...

PETS

SNAKES
LIZARDS
FROGS
TOADS

...GET BOUNCED! OWWWW! MY HAND!

OOOOFF!

McGUFFINS
MARVELS

BREAK IT UP, GUYS, BEFORE YOU GIVE EACH OTHER *WARTS* OR SOMETHING.

LET 'EM *HAVE* IT! THERE'S ONLY *SIX* OF 'EM!

KA-POW

KA-POW!

YOU'RE SEEING *DOUBLE*, DIMWIT! AND SHOOT QUIETER!

YOU IDIOTS! YOU'LL HIT EACH OTHER BEFORE YOU HIT ME!

YOU'RE *LEAPFROG*, AREN'T YOU? PATHETICALLY IMITATING MY INBORN ABILITY. WELL...

NO FOOLISH NAME OR ARTIFICIAL POWER WILL STOP THE *TOAD!*

YOU REALLY LOVE YOUR NAME, DON'T YOU?

WHOOOPF!

MINE'S FROG-MAN!

LEAPFROG'S MY DAD--

AND HE'S WORTH 10 OF YOU!

MA

WHOA! SCORE ONE FOR FROGGIE.

AND HERE COMES THE GOON PATROL AGAIN.

OUT OF MY WAY, SPORTS! I'M TRYING TO BREAK UP A FIGHT BEFORE SOME-ONE GETS CROAKED!

B'WAP!

HEAR THAT, FROG-MAN? SPIDER-MAN'S CONCERNED FOR YOU.

AS WELL HE SHOULD BE!

K-CHONK

MAKE YOUR MOVE, BOY! I'M READY FOR ANYTHING.

--EXCEPT THAT...

CRASH!

...OOOOOOH... THAT HURT!

RIBBIT!

RIBBIT!

RIBBIT

RIBBIT!

THAT HURT!

RIBBIT

RIBBIT!

RIBBIT!

THIS IS TOO LUDICROUS. 'FESS UP-- THE *HUMAN TORCH* PUT YOU UP TO THIS, DIDN'T HE?

OR ELSE...OF COURSE!

I'M ON *CANDID CAMERA*, RIGHT?

HUH? THE PLACE IS LOUSY WITH FROGS! WHAT NEXT-- LOCUST?

FROG-MAN! *STAY AWAY* FROM TOAD! DON'T GET *COCKY!*

BONK!

C'MON, TOADY. LET'S GO TO THE HOP!

HEY--! LEGGO!

I CAN'T CONTROL MY DIRECTION!

MARVELS

McGUFFIN'S MARVELS

NOW ISN'T THAT JUST TOO--

SPROING

SPROING

CRASH

AGAIN? WHAT I'D GIVE FOR THE STORE WINDOW CONCESSION FOR THIS BLOCK. I'D MAKE A MINT!

UH-OH! PUG-UGLY AT 12 o'CLOCK, UNDOUBTEDLY HOLDING SOME LETHAL WEAPON! AND NO ONE TO "SAVE" ME. WHATEVER SHALL I DO?

HUH?

RIBBIT!

OH, ICK! ICK!

ICK! ICK! I--

CHUD

THANKS, FROG.

STAND STILL, YOU STUPID SOD!

YOU FIRST, OLD MAN!

NOW THERE'S SOMETHING YOU DON'T SEE EVERY DAY. THEY'RE LOSING THEIR MARBLES!

AT LEAST THINGS CAN'T GET WORSE!

WE'RE NOT TOO LATE! THERE HE IS! SHOOT! SHOOT!

THERE'S NO NEED TO FEAR--

THE *SPECTACULAR SPIDER-KID* IS HERE!

IT'S WORSE!

ONE SIDE, *LOSERS*, AND WATCH THE *BEST-QUALIFIED* SPIDER-PARTNER IN *ACTION!*

YOU *MIGHT* WANT TO TAKE *NOTES.*

DID YOU HEAR--?

YES, I HEARD.

LET'S *GET* 'IM!

THEY'RE...THEY'RE *SHOOTING* AT ME!

ARE THEY *ALLOWED* TO DO THAT?!

SPRANG

MUSTN'T PANIC. I JUST HAVE TO GRAB THE CAR WITH A MECHANICAL ARM, AND... AND...

...I CAN'T BUDGE IT! IT... WAIT! IT'S STARTING TO...

I FLIPPED IT! *HOLY CROW,* I *FLIPPED* IT!

SKRUNCH

I REALLY, REALLY DID IT!

DREAM ON, OLLY!

--I COULDN'T LET HIM GET *SHOT,* BUT NOW...

--I'VE JUST MADE HIM THINK HE CAN LICK THE *WORLD!*

COME *ON,* LOSERS! TAKE YOUR BEST SHOT!

READY, TOAD?

READY, FROG-MAN. AND--

ONE...

--TWO!

THR--

WHUMPF!

HAH! YOU MISSED--

WEEEEEEEE

PATHETIC.

REALLY *PATHETIC.* AND GUYS, I'VE HAD IT!

TOAD, I'D ADVISE YOU TO GO BACK TO THE SHRINK.

FROG-MAN, YOU PUT THE "IN" INTO "INEPT."

AND "KID," IF YOUR PARENTS KNEW ABOUT THIS, THEY'D STICK YOU IN A SIX-ARMED *STRAIT JACKET.*

MY RESPONSIBILITY ENDS *HERE!* AND FRANKLY, YOU THREE MISFITS *DESERVE* EACH OTHER.

...UH... WAIT... THAT'S NOT TO SAY THAT--

YOU KNOW, TOAD, YOU *DO* HAVE A LOT OF EXPERIENCE.

EVEN *IF* YOU DO DUMB THINGS LIKE SET UP AMBUSHES JUST SO SPIDEY THINKS HE NEEDS YOU.

YEAH, AND THEN BOAST ABOUT IT OUTSIDE *MY* WINDOW SO I FIND OUT ALL ABOUT IT!

AND YOU'VE *ALWAYS* HAD YOUR *NATURAL* POWER. I'M JUST STARTING OUT...

WELL, YOU'VE CERTAINLY GOT ME BEAT ON LEAPING HEIGHT, FROG-MAN. WHY IF I COULD HONE YOUR FIGHTING SKILLS...

WHAT FIGHTING SKILLS? HE COULDN'T BEAT AN *EGG!*

AND THOSE HYDRAULIC ARMS! YOU MAKE THEM YOURSELF?

YOU BET! YOU NEED A WEAPONS MAKER FOR THIS TEAM, I'M YOUR MAN!

TEAM?

GENTLEMEN, SPIDER-MAN IS RIGHT. WE *DESERVE* EACH OTHER!

WHAT TEAM?!

A REAL SUPER-TEAM! I'M A *CHARTER MEMBER!* AND WE'LL CALL OUR-SELVES...

CURLY, LARRY AND MOE? GUYS, YOU CAN'T BE *SERIOUS.*

DON'T WORRY, SPIDER-MAN! WE WON'T STEAL YOUR THUNDER...TOO OFTEN.

HEY, GUYS! HOW ABOUT WHAT SPIDEY CALLED US FOR A TEAM NAME?

MISFITS? THAT'S APPROPRIATE.

GREAT. JUST GREAT.

TO THE *MISFITS!*

I CAN THINK OF *MORE* APPROPRIATE NAMES, LIKE--

THE ALL WIENER SQUAD™

THE OY TEAM™

THE SPASTIC THREE™

"YEESH! THE WAY THIS DAY HAS STARTED...

"I HOPE IT ENDS ON A BETTER NOTE."

THAT CREAKING SKYLIGHT MEANS EITHER A TWILIGHT BURGLAR OR PETER PARKER.

DID YOU MANAGE TO SORT OUT YOUR PROBLEMS, PETER?

I WOUND UP TAKING YOUR "PAIRING OFF ADVICE".. IN A ROUNDABOUT WAY.

SOMETIMES I THINK LIFE WAS EASIER WHEN I HAD NO FRIENDS AT ALL.

SPEAKING OF FRIENDS...YOU HAVE A GIRL-FRIEND?

NOT AT THE MOMENT.

LOOKING AROUND?

NOT AT THE MOMENT.

IT'S GETTING NIPPY. MIND KEEPING A GIRL WARM?

NOT AT... ALL.

SO...

SO...

SUN-*SETS* ARE NICE, TOO. THE CLOUDS ALWAYS LOOK LIKE FIERY COTTON... ...OR ANGRY DRAGONS. WHAT DO *YOU* SEE WHEN *YOU* LOOK AT CLOUDS, PETER?

BAMBI, MY FRIEND...

YOU WOULDN'T BELIEVE ME IF I *TOLD* YOU.

The end

NEXT the COMMUTER COMETH!

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the AMAZING SPIDER-MAN®

WHEN COMETH... THE COMMUTER!

STAN LEE PRESENTS

SPIDER-MAN

PETER DAVID- SCRIPT

BOB McLEOD- ART

JOE ROSEN- LETTERING

BOB SHAREN- COLORING

JIM OWSLEY- EDITOR

JIM SHOOTER- EDITOR IN CHIEF

"THE COMMUTER COMETH!"

HOLY COW! IT'S THAT *ALIEN COSTUME CREATURE!*

OR IS IT? BUT WOULD EVEN SPIDEY BE NUTTY ENOUGH TO WEAR THAT CRAZY SYMBIOTE AGAIN?

ONE WAY TO FIND OUT...

TERRIFIC. THE TOAD, FROG-MAN AND SPIDER-KID ARE NOW A HALF-WIT TEAM...

...DOCTOR OCTOPUS IS CRAZIER THAN EVER...

...AND JUDGING BY THE CONDITION OF MY HEAD AND THROAT, A COLD'S COMING ON.

ALL I NEED NOW IS TO BE ATTACKED AND MY DAY'S *COMPLETE.*

HUH?

WHAT IN THE WORLD?!

WHOA! HEY! CAN'T'CHA TAKE A JOKE?

THWIP

TORCH! I FIGURED IT WAS YOU!

S'MATTER, GUY? STILL SHAKEY AFTER "SLUGGING IT OUT" WITH BLAZE?*

YOUR CONCERN IS TOUCHING, JOHNNY.

*PPTSSM#103-OWZ.

CONCERN IS RIGHT. AT FIRST I THOUGHT THAT ALIEN COSTUME HAD REPOSSESSED YOU.

THE "AMAZING REPO-MAN," EH? NOPE, THE CAT WHIPPED THIS ONE UP.

THE BLACK CAT! NOW THERE'S A HOT LITTLE NUMBER.

SEXY, INTELLIGENT, SEXY, CHARMING, SEXY...

MY HAT'S OFF TO YOU, SPIDEY. YOU'RE ONE LUCKY GUY.

GOOD. WHO NEEDED HER?

WE BROKE UP.

ARE YOU *EVER* STUCK FOR AN ANSWER, TORCH?

STICKING'S *YOUR* DEPARTMENT, GUY.

YOU SOUND RASPY. YOU FEELING OKAY?

I AM KINDA DRAGGING, YEAH.

LOOK, TORCH, NORMALLY I'D LOVE TO CHAT. FILL YOU IN ON GOODIES LIKE SILVER SABLE...*

BUT FRANKLY, WITH THE WAY I'M FEELING...

*ISSUE #265--OWZ

I'D RATHER CALL IT AN EARLY EVENING. OKAY?

CRAWLING BACK INTO YOUR WEB?

DON'T SWEAT IT, SPIDEY.

SWING BY THE BAXTER BUILDING FOR LUNCH SOMETIME.

S'LONG, TORCHY. HEY! WHAT'S GOING ON ACROSS THE STREET THERE?

Mister Fred's FASHION DESIGNS

HI HO! *THIS* LOOKS INTERESTING...

WHAT A LIFE THESE FASHION DESIGNERS HAVE! MAKING A FORTUNE DESIGNING UGLY CLOTHES.

DON'T'CHA THINK SO, HON'? OH, THAT'S RIGHT-- WE'RE NOT SPEAKING. AH, WELL.

BET "MISTER FRED" WON'T MISS THE MONEY FROM HIS WALL-SAFE QUITE AS MUCH--

AS THIS FANCY CIGARETTE LIGHTER I LIFTED OFF HIS DESK...

AW, NO! NOT HIM! I THOUGHT HE ONLY WENT AFTER GUYS WITH METAL ARMS OR SOMETHING!

HE THINKS THE GUN'S REAL! HE'LL *CLOBBER* ME!

THINK FAST, THINK FAST...

AND SECONDS LATER, WHEN SPIDEY HAS SWUNG IN THE WINDOW--

NOT A MOVE, WALLCRAWLER! OR HER BRAINS GO BYE-BYE...

YOU'RE CALLING IT, CLYDE.

NOW C'MON... AIM IT AT ME! I'LL BE ACROSS THE ROOM BEFORE YOU...

NUTS! HE DIDN'T GO FOR ME! I'M INSULTED.

THIS WHOLE *THING* IS WEIRD. MY SPIDER-SENSE DIDN'T REACT AT ALL.

SLAM!

IT'S AS IF THERE WASN'T ANY REAL DANGER PRESENT.

BUT I CAN'T CHANCE GOING AFTER HIM... NOT 'TIL I KNOW WHAT'S WHAT.

THERE GOES MY PLAYMATE. STILL WITH HOSTAGE IN TOW.

POOR GIRL'S PETRIFIED WITH FEAR. AND STILL NARY A TINGLE FROM MY SPIDER-SENSE? COULD SOMETHING HAVE POSSIBLY AF-FECTED IT?

STAY BACK! I'LL STILL SHOOT HER! OR ANY-BODY ELSE WHO GETS IN MY WAY!

PLEASE LET THIS WORK!

HE'S MAKING A BREAK FOR IT! FIRST I'LL MAKE SURE THE GIRL'S OKAY, AND THEN I'LL RUN HIM DOWN. HE WON'T GET AWAY.

DEATH WISH III

NOW AT A THEATRE NEAR YOU

WOOF WOOF

SHE'S STILL NOT MOVING! ALMOST AS IF... AS IF...

NO! IT *COULDN'T* BE!

IT IS.

DUMMY! A STUPID DUMMY! AND SHE'S NOT THE *ONLY* ONE!

WHEN WILL I LEARN TO TRUST MY SPIDER-SENSE? I BET HIS *GUN* WASN'T EVEN LOADED! I BET IT WASN'T EVEN *REAL!*

OKAY! HE PULLED MY LEG... NOW I'LL PULL HIS-- OVER HIS HEAD!

I'VE *GOTTA* MAKE IT. I'VE *GOTTA!*

MONA WILL *KILL* ME IF I MISS DINNER.

Exit

Exit

Exit

Exit

AND SOME CLOWN'S BLOCKING A WEB SHOT, BUT I CAN STILL GET HIM WITH A...

OKAY... THE **MANNEQUIN** BIT I COULD BUY...

BUT NOW A *SUBWAY TRAIN* PULLS RIGHT UP FOR HIM? *IMPOSSIBLE!*

SPIDEY-TRACER! NAILED HIM! WHAT A PITCHING ARM.

UH OH. WHAT'S MY SPIDER-SENSE WARNING ME OF N--

HEY!

HOLD IT, WEIRDO!

AW *NO!*

WE MISSED YOUR *PAL,* TURNSTILE-JUMPER, BUT WE GOT *YOU.*

AW, NO! THEY MUST NOT RECOGNIZE MY NEW COSTUME! I'VE GOTTA START AN AD CAMPAIGN!

OKAY, FELLA. YOU MADE IT, FAIR AND SQUARE. BUT KEEP LOOKING OVER YOUR SHOULDER.

'CAUSE SOONER OR LATER, I'LL BE THERE.

HE COULDN'T HAVE FOLLOWED ME HERE TO GRAND CENTRAL. HE *COULDN'T.*

COULD HE?

GLAD I LEFT THESE CLOTHES IN A LOCKER HERE!

6:05 P.M.

15 TRACK 14

AND ONCE I'M ON MY TRAIN HE'LL NEVER FIND ME.

WONDER HOW THOSE COPS'LL EXPLAIN BEING WEBBED TO A TURN-STILE?

AW NUTS. THE BURGLAR ISN'T HIDING IN MY BATHROOM. THAT WOULD'VE BEEN TOO EASY. OH WELL.

I'LL FIND HIM TOMORROW, ONCE I GET MY TRACER IN RANGE. UNTIL THEN ...

BE IT EVER SO MORTGAGED...

THERE'S NO PLACE LIKE HOME.

EVEN IF IT IS A LITTLE LONELY.

CLICK!

HELLO, RON! HOW DID THE JOB GO?

PURE *TSURIS.** EMPTIED THE SAFE, BUT SPIDER-MAN ALMOST NAILED ME.

WHAT'S FOR DINNER?

*TROUBLE--OWZ.

OKAY, J.R.. I'VE *HAD IT* WITH YOUR CRACKS ABOUT PAM.

NOW BOBBY ...*OOOMPH!*

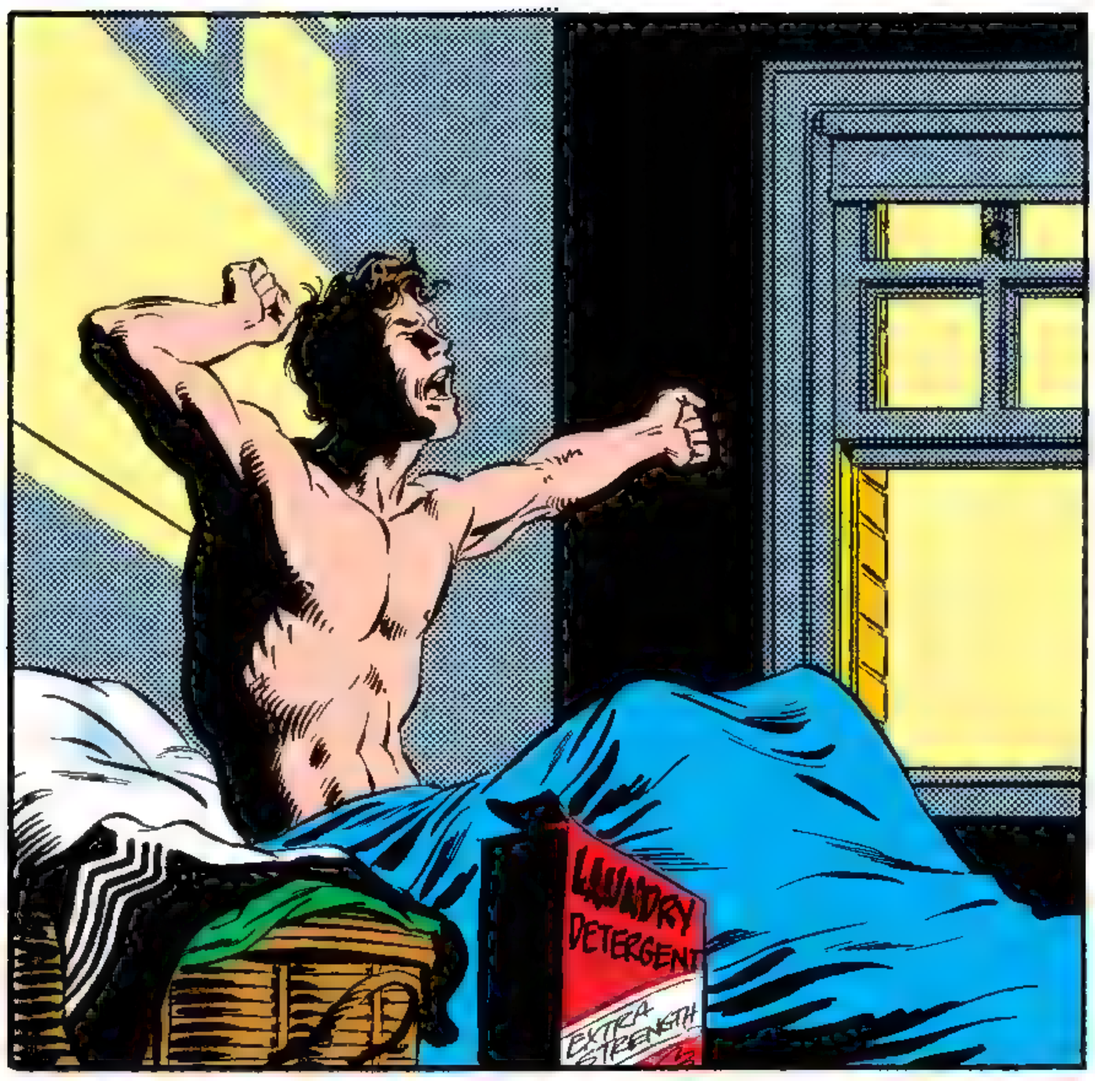
YOU REST TOMORROW WHILE I'M OUT WITH THE WOMEN'S LEAGUE.

OH, BE A DEAR AND RUN A LOAD OF LAUNDRY TOMORROW.

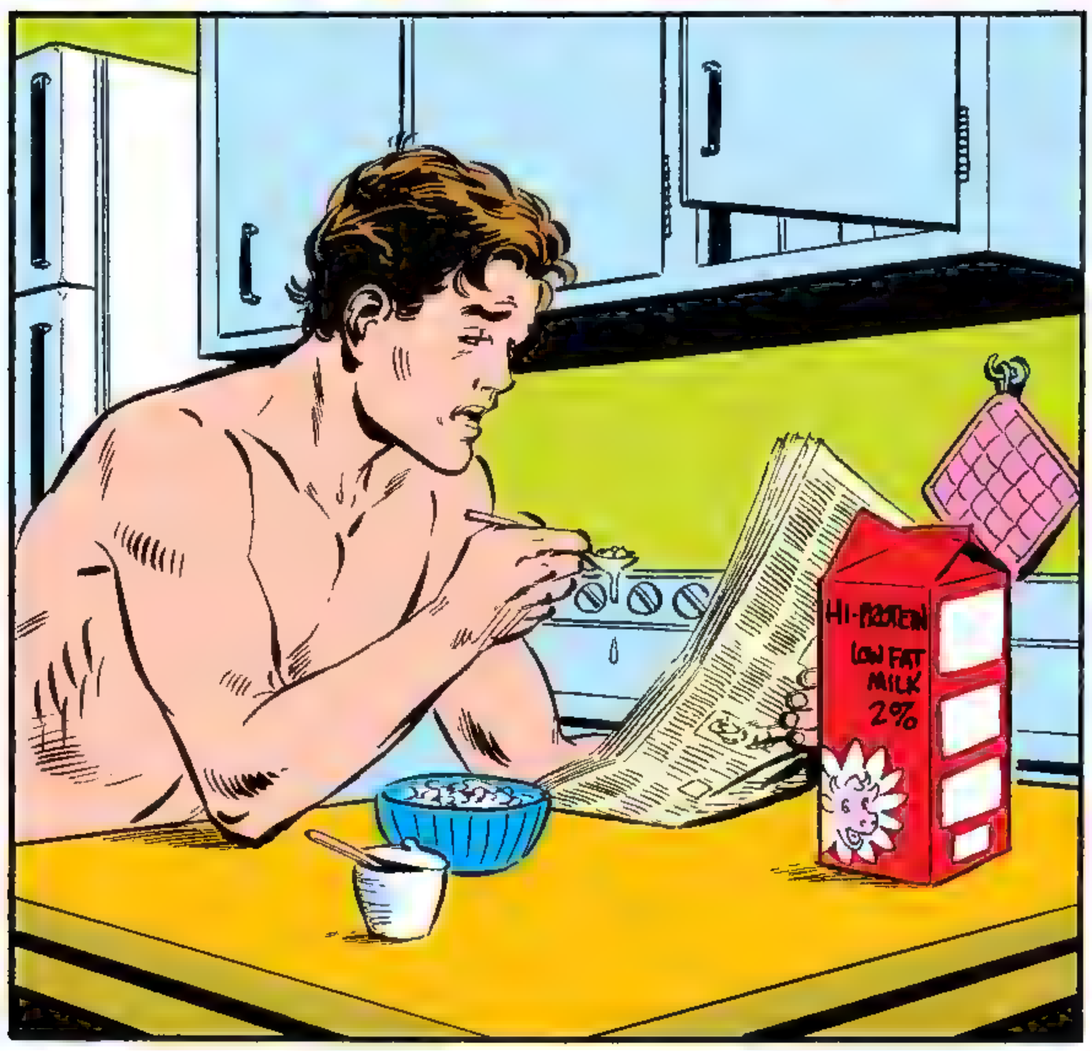
BY THE WAY, JUDY CALLED FROM COLLEGE. HER GRADES ARE EXCELLENT...

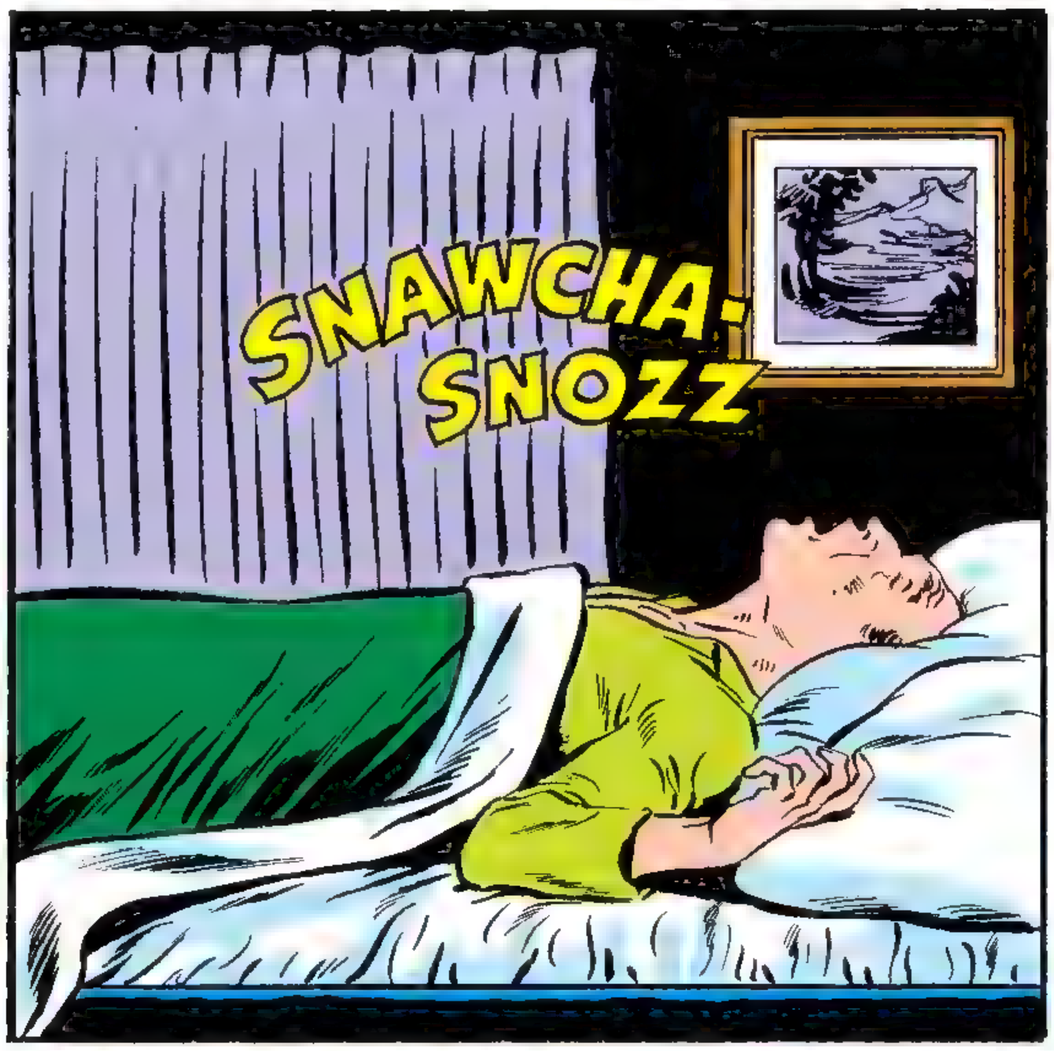
ZZZZZZZ

MMMMMMM


LAUNDRY DETERGENT
EXTRA STRENGTH

SSK-SNUKKKA


HI-PROTEIN
LOW FAT MILK
2%


SNAWCHA-SNOZZ

ZZNAWFZ

7:30 AM

I SHOULD KNOCK OFF EARLY MORE OFTEN. I FEEL GREAT.

NOW ALL I HAVE TO DO IS ZERO IN ON MY SPIDEY-TRACER.

THIS IS RIDICULOUSLY SIMPLE.

GW

X1 DUTY

12:20 PM

THIS IS SIMPLY RIDICULOUS.

m.m.

2:01 PM

GREAT, THAT'S HALF A DAY SHOT.

HE MUST BE OUT OF RANGE.

SKRITCH SCRATCH

WAIT! WHY KNOCK MYSELF OUT?

I'VE GOT SOMETHING AT HOME THAT'S JUST THE THING.

SNAP!

MINUTES LATER, BACK AT HOME...

HERE WE GO. UNDER "G" FOR GADGET.

FRESH BATTERIES AND... *BINGO!* I'M GETTING A READING ALREADY.

I FORGOT ABOUT MY SPIDER TRACER-TRACER. IT'S GOT A MUCH WIDER RANGE THAN MY SENSES.

MAYBE I'VE BEEN LETTING MY SCIENCE SLIDE *TOO* MUCH.

I'D FORGOTTEN HOW MUCH FUN I USED TO HAVE TINKERING.

PERHAPS I SHOULD DIG MY OLD HIGH SCHOOL LAB STUFF OUT OF THE CLOSET.

DUST IT OFF FOR OLD TIME'S SAKE.

I'VE SWUNG CLEAR ACROSS THE BRONX. LOOKS LIKE I'M SUBURB BOUND.

AH! JUST THE THING FOR A COMMUTING SPIDER-MAN!

METROPOLITAN TRANSPORTATIO

...CHARLIE SAYS, REALLY RINGS A BELL, DING! CHARLIE SAYS...

SOMETIME LATER...

SCARSDALE, LAST STOP. THANK YOU FOR RIDING METRO--

SCARSDALE

...NORTH?

WROOF! WRAR! GRR! SNARLL! GRAUF! SNARL!

ROOMF?

RALPH

UH...HI.

I'M SHANA. ARE YOU A STRANGER?

SORT OF. WELL, I'VE GOTTA BE SWINGING OFF.

THWIP!

THWIZZZZZZ

STOP

WANNA BORROW MY BIG WHEEL?

NO THANKS, KID. I'M GONNA MAKE LIKE KA-ZAR.

RUSTLE

RUSTLE

WHO?

MAYBE THIS WASN'T A SWIFT IDEA. I'D BETTER...AW, NO! MY COSTUME'S SNAGGED ON THE--

C-C-CREAK

--BRANCHES!

KRAK!

CR-WHAM!

I HATE THE SUBURBS.

TAP TAP

HUH?

JUST WHAT THE BLAZES DO YOU THINK YOU'RE DOING?!

HAVING A NIGHT-MARE.

WHERE'D'JA GET YOUR UNDEROOS?

YOU THINK DRESSING LIKE THAT SPIDER NUT'S GOING TO SCARE ME, HUH?

WELL, YOU'RE WRONG, AND NOW YOUR BUTT'S MINE!

NEIGHBORHOOD WATCH

NOW... BUT... HOLD IT...

YOU HEARD MY HUSBAND. YOUR BUTT IS... HMMMM...

YOU'RE KIDDING, RIGHT?

C'MON. ASSUME THE POSITION.

YOU'RE NOT KIDDING. LOOK, IT WAS AN ACCIDENT. I'M TRAILING A CRIMINAL.

ASK ME IF I CARE.

NOW WHAT? I CAN'T JUST WEB THEM UP. COUNT TO TEN, SPIDEY. ONE... TWO...

TAP TAP TAP

ALLOW ME, IRV...

...THIS NEEDS A WOMAN'S TOUCH!

MOMENTARILY...

WOMAN'S TOUCH?! HAH! I SAW WHERE YOU--

I HATE YOUR MOTHER!

NINE, TEN...

CAN I TRY NEXT?

VROOOSH

"ASSUME THE POSITION" ...HMMPH!

"YOUR BUTT'S MINE."...HAH!

THWUD!

DOWNTOWN EXP

AT LAST! MY SPIDEY SENSE IS IN RANGE OF THE TRACER.

NOTHING CAN STOP ME NOW!

DOWNTOWN

EXCEPT THE BUS SLAMMING TO A HALT!

DOWNTOWN

KA-CHUD

SKREEE

YOU! MISTER TRICK-OR-TREAT! GEDDOWN OFFA THERE!

AND WHAT'S YOUR PROBLEM?!

oh

UH... COULD I MAIL IT TO YOU?

VVVROOOMM

IF ONLY I'D HAD THE BRAINS TO BRING MY CIVVIES ALONG.

I FEEL LIKE SOME SORT OF A FREAK. WHY AM I BEATING MY BRAINS OUT FOR A TWO-BIT THIEF?

SPLOOOSH

WOOF WOOF

GRRR

MAYBE I SHOULD GO BACK WHERE I BELONG. NO ONE EVER APPRECIATES WHAT I DO ANYWAY. ALL I'M DOING IS BUYING MYSELF GRIEF.

EVEN IF I CATCH THE GUY, PEOPLE WILL JUST THINK I'M A MENACE ANYWAY.

HEY, MY *MAIN MAN!*

HELP KEEP OUR CITY

WHAT? WHERE?

DAILY BUGLE SUNDAY MAGAZINE

YOU, SPIDEY. YOU SAVED MY SISTER FROM SOME MUGGERS ONCE.

I DON'T CARE WHAT THE BUGLE SAYS. YOU'RE A-NUMBER ONE IN MY BOOK.

REALLY? UH... THANKS...

HEY GUYS... GOING MY WAY?

AND *I* WAS GONNA CALL IN *SICK* TODAY!

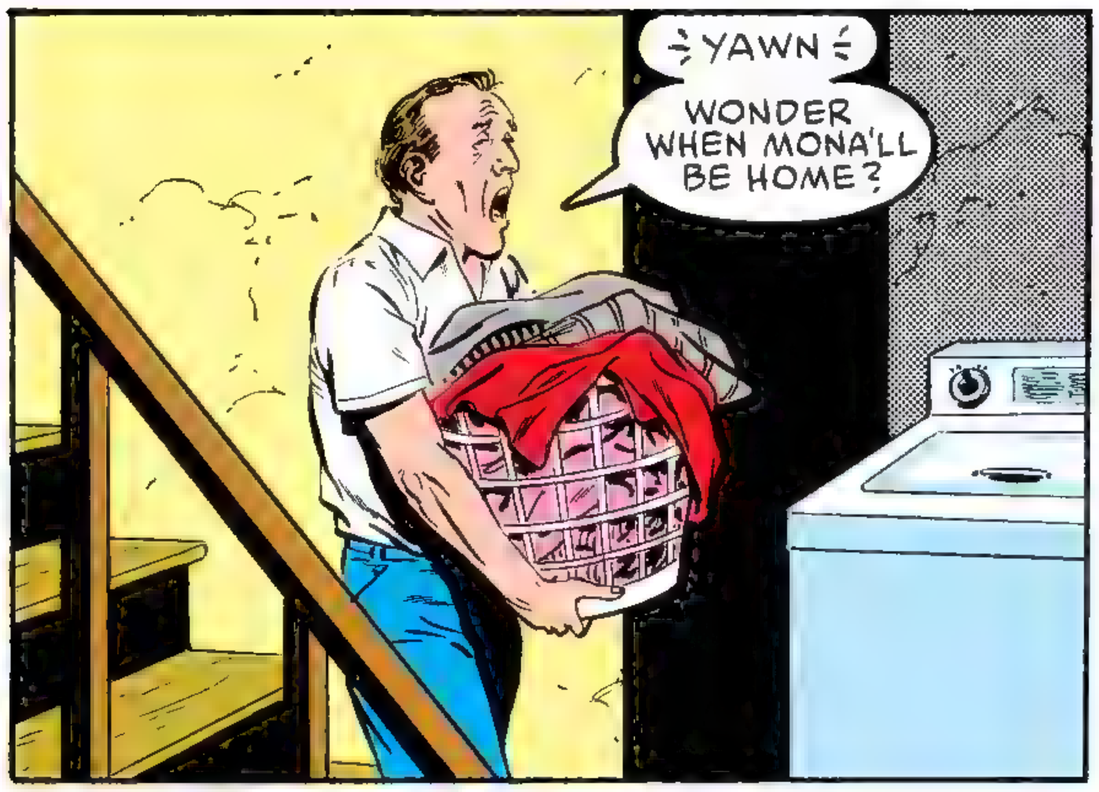
YOU KNOW, SPIDEY, MY SIS', SHE'S A *FINE* LOOKING WOMAN. SHE'S DIVORCED, Y'KNOW.

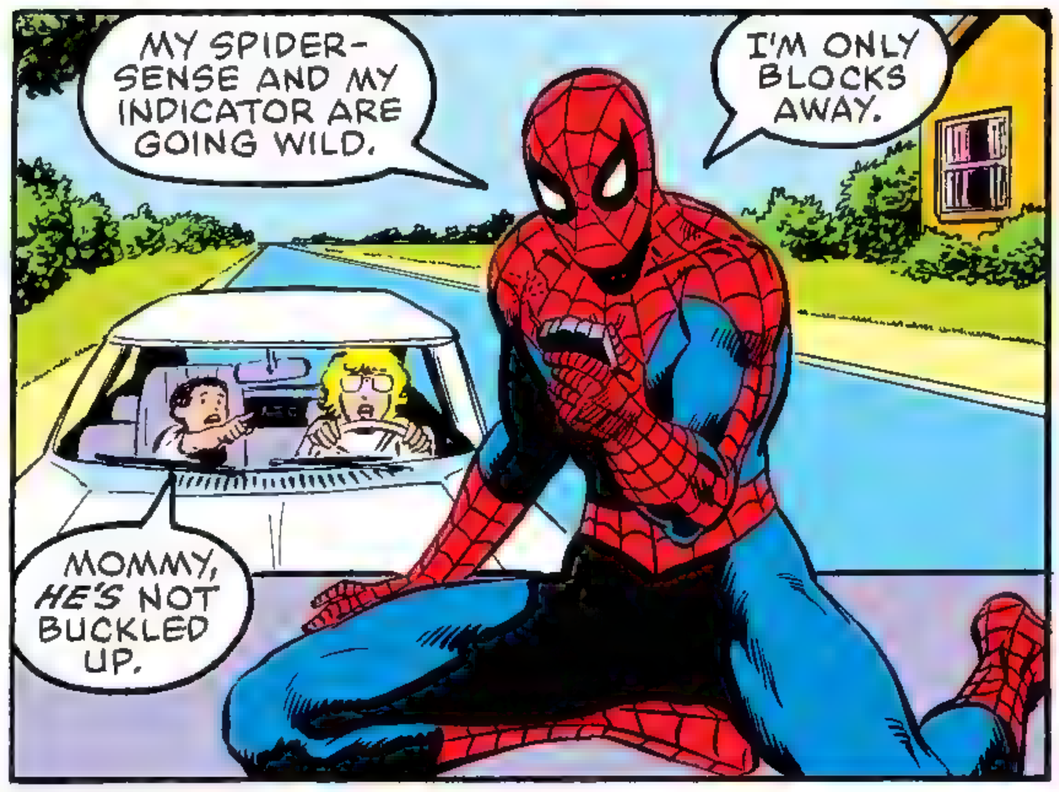
YOU, UHM, DOING ANYTHING FRIDAY?

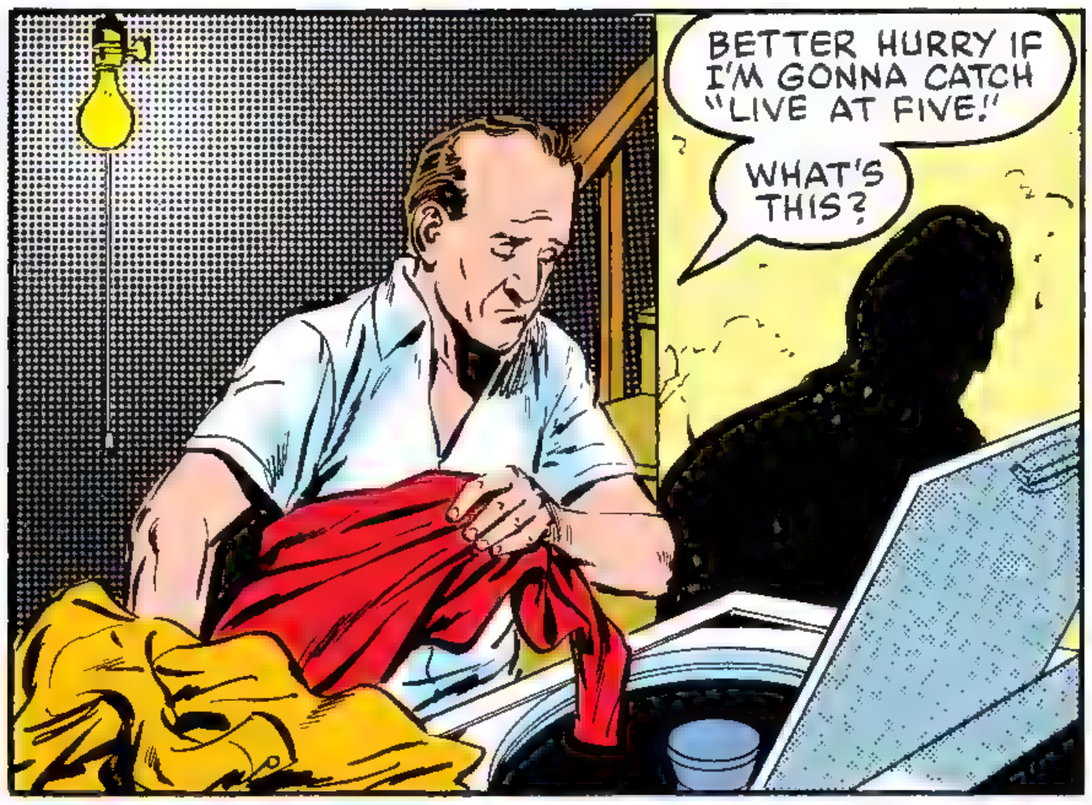
CITY OF SCARSDALE

KAJUNK

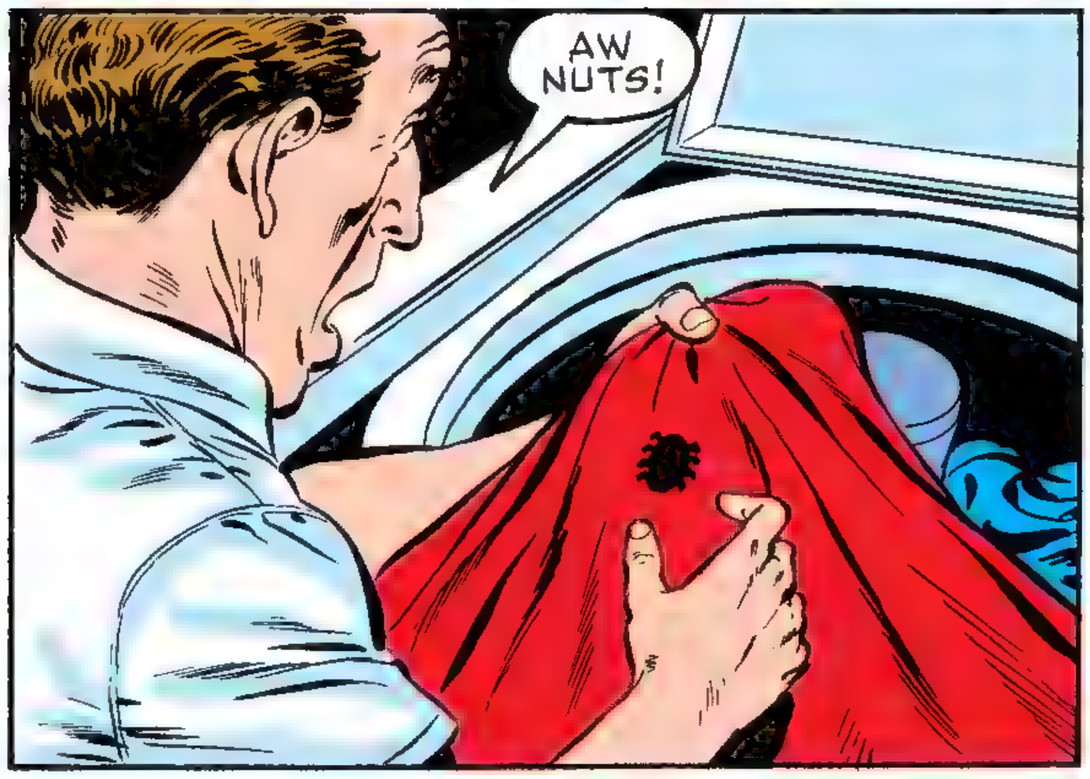
KAJUNK

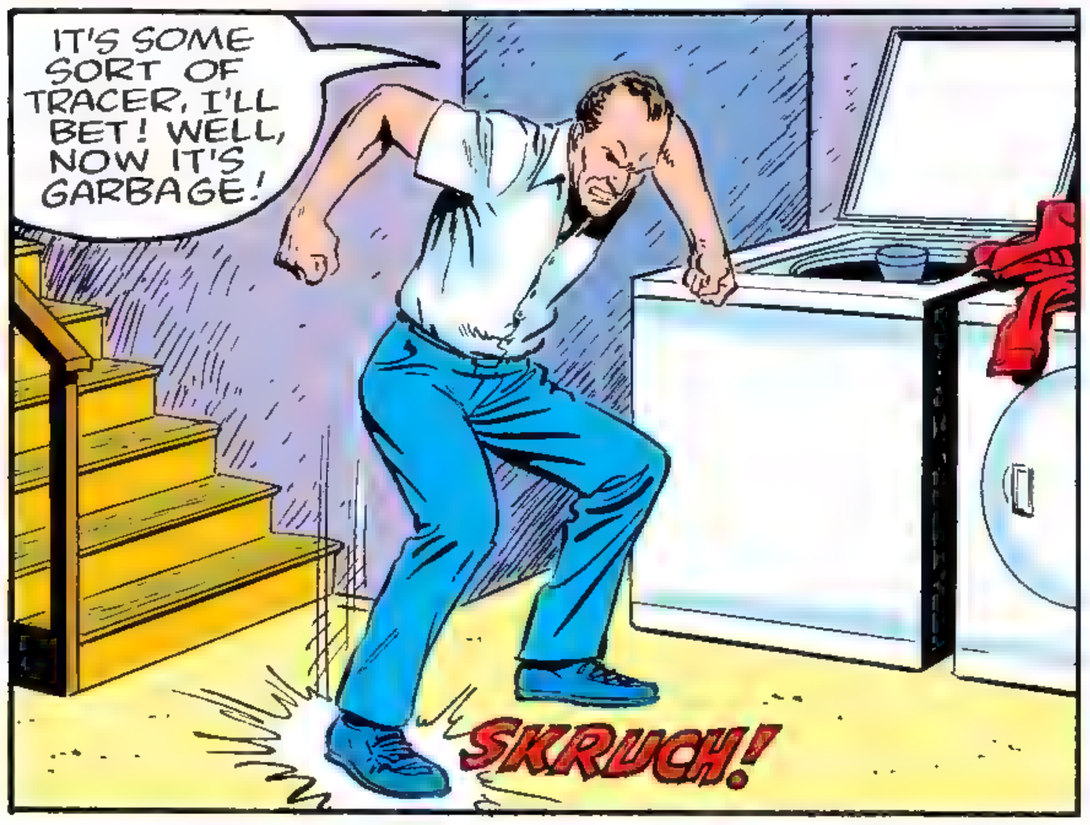

YAWN
WONDER WHEN MONA'LL BE HOME?


MY SPIDER-SENSE AND MY INDICATOR ARE GOING WILD.
I'M ONLY BLOCKS AWAY.
MOMMY, HE'S NOT BUCKLED UP.


BETTER HURRY IF I'M GONNA CATCH "LIVE AT FIVE!"
WHAT'S THIS?

THANKS, GUYS! AND KEEP ON READING.
HELP


AW NUTS!


IT'S SOME SORT OF TRACER, I'LL BET! WELL, NOW IT'S GARBAGE!
SKRUCH!

AW NUTS!

HASTILY GRABBING A SUITCASE AND SOME READY CASH, RON OPTS FOR A QUICK TRIP OUT OF TOWN...

THERE! THAT'LL HOLD US FOR AWHILE.

I'LL PHONE MONA FROM CONNECTICUT-- NO!

HE'S HERE *ALREADY!*

760

I'M SORRY, MAN, BUT IT'S *YOU* OR *ME.*

760 GLE

AH HA!

HEY FELLA! YOU CLEARLY HAVE *TROUBLE* STOPPING YOUR VOLVO.

VOLVO

BUT YOU'RE IN LUCK. I'M A PART-TIME *AUTO MECHANIC!*

VOLVO

760 GLE

NHA 08

THWIP

C'MON BACK AND LET'S TEST THOSE BRAKES.

NO NO NO-- THE *BRAKES!* *NOT* THE *ACCELERATOR!*

RRRRRRRR

HE'S STILL YAKKIN'! HE'S NOT HUMAN! *LEMME ALONE!*

YOU'RE THROUGH, FELLA. YOU'RE *NOT* GETTING AWAY. HEAR?

YOU'RE...

NOT...

GETTING...

RRRRRRRRRRRR

AWAY...! *BLAST!*

BRANG

VROOM

THAT'S *IT!* YOU'VE USED UP YOUR LUCK FOR THE NEXT *DECADE.*

I'LL NAIL YOU IF I HAVE TO CHASE YOU UP THE NEW ENGLAND THRUWAY!

I *HATE* THE SUBURBS.

THE PEOPLE ARE ALL NUTS...

THERE'S NOTHING TO SWING ON...

AND THERE'S NEVER A CAB WHEN YOU...

NEED ONE?

TAXI

I DON'T *BELIEVE* IT. SOMETHING GOING *MY* WAY FOR ONCE!

OKAY, GUY. BURN RUBBER AFTER THAT VOLVO.

2198-TB N.Y. TAXI

QUE?

AW SWELL. UM...

GET AFTER THAT VOLVO! CHASE IT! *PURSUE* IT! *VAMANOS!* FOLLOW THAT CAR!

"FOLLOW THAT..." OH! *SIGALO!*

¿ PORQUÉ NO ME DIJISTE?

FVROOOOOOMM

¡ AHORA TU VAS A VER ARGO!

WHATEVER YOU SAY... *HEY!*

SHANA! WATCH *OUT!*

VEER OFF, MAN! DON'T HIT THE--

STOP

ES MI PRIMER DÍA Y TE PUESTO QUE NO TE DISTE CUENTA.

K-CHUD

WHY WON'T HE GIVE UP? I'VE NEVER ROBBED *HIM!*

IF ANYONE UP THERE'S LISTENING, I COULD USE SOME HELP!

I'M SORRY I TRIED TO RUN HIM DOWN. I PANICKED, Y'KNOW?

PLEASE LEMME GET AWAY AND I *SWEAR* I'LL GO STRAIGHT.

GIMME A SIGN IF YOU HEAR ME.

GMC

760

SKREEEE

GREAT SIGN! WONDERFUL!

WALTER?

VREE

YEAH, STEVE?

REEEEEEEEEEEEEE

1639

POLICE

I THINK WE'VE GOT A COUPLE OF LIVE ONES.

THE YELLOW'S *JUST* CHANGING TO RED. IF I RUN IT I MIGHT PULL THIS OFF.

SLOW DOWN, IRVING. THE LIGHT'S TURNED RED.

ASK ME IF I CARE, FRIEDA.

AFTER THAT SPIDER-MAN GUY, *NOTHING* THROWS ME.

IF I *EVER* SEE THAT CLOWN AGAIN...

OHHHHHH CRUD

SCREEEEEE

SAY... THAT GARBAGE TRUCK LOOKS FAMILIAR.

SKRUNCH!

POLICE DEPARTMENT

AND SO DOES THIS BUS. ALL WE NEED NOW IS...

SPRUNK

HOT DOG! IT'S OLD HOME WEEK! HIYA FOLKS.

IT'S HIM! IT'S THAT ROTTEN...

SPA-CHOING

SPIDER-MAN!!

WELL, THERE'S ONE LAMP POST THAT'LL NEVER THREATEN ANY-ONE AGAIN.

LISTEN, SPIDER-MAN... I'VE GOT MONEY WITH ME. LET ME GO AND IT'S YOURS.

THANKS BUT NO. THAT'D JUST PUT ME IN A HIGHER TAX BRACKET.

I CAN DODGE BULLETS, BUT NOT THE *IRS*.

VOLVO

DON'T TELL *ME* HE RECOVERED THOUSANDS OF DOLLARS. THAT NUT ATTACKED ME.

AND TRIED TO BEAT THE FARE.

AND BROKE A TREE.

AND WEBBED A DOBIE. DON'T FORGET ABOUT THE DOBIE.

NEIGHBORHOOD WATCH

QUE PASA?

MISTER, ARE YOU LIVING HERE FROM NOW ON?

SORRY, KID. I'M HEADING BACK TO THE CITY FOR SOME PEACE AND QUIET.

SUBURBIA IS JUST A LITTLE TOO WILD FOR YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN.

WAIT! BEFORE YOU READ NEXT ISSUE, PICK UP A COPY OF **SECRET WARS II** AND **WEB OF SPIDER-MAN #6**! THEN PREPARE YOURSELF FOR...

GOLD FEVER!

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SECRET WARS II™

CONTINUES IN THIS ISSUE!

SPIDER-MAN™

THE GOOD NEWS IS THE BEYONDER HAS TURNED THIS SKYSCRAPER INTO SOLID GOLD.

THE BAD NEWS IS THERE ARE STILL PEOPLE TRAPPED INSIDE. DON'T MISS

"GOLD RUSH!"

THE **KINGPIN OF CRIME** IS A SOUND SLEEPER. ORDINARILY HE WOULD NOT BE AWAKE AT 2:30 IN THE MORNING.

THIS IS A CRISIS.

HAS MY CALL BEEN PUT THROUGH YET?

THEY'RE DOING IT NOW. YOU CAN WAIT ON THE LINE.

GOOD. AND THE OTHER MATTER?

THEY'VE TESTED SEVERAL SAMPLES IN THE LAB. IT'S THE REAL THING.

ASTOUNDING.

HMMM...LET ME SEE. IF I PUNCH UP A FEW APPROXIMATE FIGURES ON MY CALCULATOR...

REMARKABLE. THIS SITUATION COULD MAKE THE GREAT DEPRESSION LOOK LIKE AN ERA OF *PROSPERITY*.

IT MUST BE DEFUSED. AT ANY COST.

AND PERHAPS EVEN AT A HANDSOME *PROFIT*...

MR. FISK...?

BAIN-BRIDGE? LISTEN TO ME. THIS IS VITAL...

ELSEWHERE IN MANHATTAN, SOMEONE ELSE IS UNABLE TO SLUMBER.

FOR HER, THE MORNING'S EARLY HOURS ARE NO STRANGER AT ALL. OFTEN THEY FIND HER OUT ON THE TOWN. JUST AS OFTEN, THEY FIND HER HOME, SLEEPLESS, PONDERING HER LIFE AND THE LIVES OF THOSE SHE LOVES.

THIS IS THE **MARY JANE WATSON** KNOWN ONLY TO A VERY FEW.

SOMETIMES BEING A SWINGING BACHELORETTE ISN'T ALL IT'S CRACKED UP TO BE.

SOMETIMES IT'S SO HARD TO KEEP ON MY HAPPY-GO-LUCKY FACE ALL DAY... IT SEEMS LIKE A HUBBY, A HOUSE, AND 2.3 KIDS WOULD BE JUST THE TICKET.

BUT YOU HAD A SHOT AT THAT, DIDN'T YOU, M. J. --

--AND YOU COULDN'T HAVE ASKED FOR A BETTER CATCH THAN PETER PARKER.

THERE WAS ONLY ONE PROBLEM : I FIGURED OUT THAT PETER WAS REALLY ***SPIDER-MAN*** -- AND ONCE I REALIZED THAT, I KNEW I COULD NEVER MARRY SOMEONE WHO I NEVER KNEW FOR SURE WOULD COME HOME FROM WORK ***ALIVE!***

HMMM. MAYBE A NICE CUP OF TEA WILL HELP ME TO SLEEP... SO NOW PETER AND I ARE "FRIENDS." GREAT. OH, WHY DOES HE HAVE TO HAVE SUCH A DARN HIGH SENSE OF RESPONSIBILITY?

WHY CAN'T HE DO WHAT 99% OF THE POPULATION WOULD DO IF THEY HAD HIS POWERS ...

...USE THEM TO MAKE LOTS OF MONEY AND TELL THE REST OF THE WORLD TO GO TAKE A FLYING LEAP! IF ONLY HE WERE LESS ALTRUISTIC -- I WOULD'VE ACCEPTED HIS PROPOSAL ON THE ***SPOT.*** BUT IF HE ***WAS*** DIFFERENT...

...HE WOULDN'T BE THE SAME GUY YOU LOVED, WOULD HE, M. J. ?

FACE IT, LADY : PETER PARKER AND SPIDER-MAN -- TWO SIDES OF THE SAME COIN.

AH, WHO AM I KIDDING? I'M TOO SCARED BY ALL THE ROTTEN MARRIAGES IN MY FAMILY TO EVER TAKE THE PLUNGE. I DON'T KNOW IF I COULD EVER--

WOW! LOOK AT ***THAT!*** A HUGE ***FIRE*** IN THE EAST FORTIES --AND THE WHOLE AREA'S ***BLACKED OUT***, TOO!

WHAT THE HECK'S GOING ***ON?***

IT HAD BEEN ONE OF MANY NON-DESCRIPT STEEL AND GLASS OFFICE BUILDINGS LINING PARK AVENUE. THAT WAS A MINUTE AGO.

THEN, THE UNBELIEVABLE HAD HAPPENED, THE IMPOSSIBLE HAD TRANSPIRED ... AND THIS ANONYMOUS EDIFICE HAD BECOME UNIQUE IN THE WORLD.

IT HAD BEEN TRANSFORMED INTO ... **GOLD.**

THIS ISN'T HAPPENING.

AMONG THE FEW OBSERVERS OF THIS EVENT HAD BEEN THE AMAZING **SPIDER-MAN.** HE HAD BEEN THERE WHEN THE BUILDING CHANGED. HE HAD WITNESSED AS, UNABLE TO SUPPORT ITS OWN VASTLY INCREASED WEIGHT, IT COLLAPSED ON ITSELF, AND THIRTY YARDS INTO THE GROUND.

...DISRUPTING ELECTRICITY FOR A SQUARE MILE AROUND, RUPTURING GAS AND WATER MAINS, SETTING OFF EXPLOSIONS, FIRES AND FLOODING.

HE HAD WATCHED IT ALL ... AND HE **STILL** DIDN'T BELIEVE IT.

THIS CAN'T BE HAPPENING!

BUT HE KNOWS IT IS. FOR HE IS ONE OF THE FEW WHO KNOWS THE INCREDIBLE SEQUENCE OF EVENTS THAT LED TO THIS MOMENT IN TIME.

Stan Lee PRESENTS:

"GOLD RUSH!"

DANNY FINGEROTH--SCRIPT. MIKE HARRIS--LAYOUTS. ZECK, LAYTON, SIMONS AND MOONEY--FINISHES. BOB SHAREN--COLORIST. FELIX & PARKER--LETTERERS. JIM OWSLEY--EDITOR. JIM SHOOTER--ED-IN-CHIEF.

FOR, JUST THAT AFTERNOON SPIDER-MAN HIMSELF WAS VISITED BY AN AWESOME, GODLIKE BEING...

SO YOU'RE THE MYSTERIOUS GODLIKE BEING WHO WHO WHISKED A BUNCH OF US SUPER-TYPES OFF TO A DISTANT PLANET TO STUDY US AWHILE AGO...

...WE NAMED YOU--*THE BEYOND-ER!*

I SAW YOU DESTROY A *GALAXY*...CREATE A WORLD FROM SCRATCH--! WHAT DOES SOMEONE LIKE YOU WANT *HERE?*

GETTING BETTER AND BETTER! BURMA SHAVE

I DESIRE TO UNDERSTAND! I DESIRE TO EXPERIENCE!

PHOTO

HO-KAAAYY...

LATER, UNBEKNOWNST TO TO SPIDER-MAN, THE BE-YONDER SUMMONED POWER MAN AND IRON FIST FROM THE PAST...

...IN A FURTHER EFFORT TO QUENCH THE EXTRA-TERRESTRIAL'S THIRST FOR UNDERSTANDING.

BREAD! CASH! GAP! WITH THIS, YOU CAN GET YOUR-SELF JUST ABOUT *ANYTHING!*

WITHOUT IT, YOU GOT *JACK!*

MULTIPLICITY RESULTS IN INCOMPLETENESS!

INCOMPLETE-NESS RESULTS IN DESIRE! DESIRE MAY BE SATED, BUT SOMEONE MUST PAY!

CASH IS FOR PAYING! CASH STANDS FOR GOLD, OF WHICH THERE IS NOT ENOUGH!

I... UNDER-STAND!

THE BEYONDER CHANGED POWER MAN AND IRON FIST'S OFFICE BUILDING INTO SOLID GOLD.

IT COLLAPSED IN ON ITSELF AND DROPPED 30 YARDS ONTO THE GROUND.

THE BEYONDER GOT MORE THAN HE BARGAINED FOR.

THEN THE BEYONDER, POWER MAN, AND IRON FIST **VANISHED!**

...WHICH BRINGS US TO THE PRESENT MOMENT... AS SPIDER-MAN MUST NOW FACE THE STRANGEST CHALLENGE OF HIS CAREER--ALONE.

ALMOST.

THIS GUY--DIDN'T EVEN SEE HIM!

ARE YOU OKAY?

YEAH--FINE. TREMORS KNOCKED ME OVER. MY BUDDIES--THEY SENT ME OUT FOR DONUTS. BUT NOW THEY'RE TRAPPED IN THERE!

WHERE IN THERE?!

THEY--THEY'RE THE MAIN FLOOR SECURITY GUARDS!

YOU'VE GOT TO SAVE 'EM!

YOU'VE GOT TO!

BUT BEFORE THE GUARD'S PLEAS ARE EVEN UTTERED, SPIDER-MAN IS GONE...

...ALREADY FAR BENEATH THE STREET'S SURFACE.

UN-BELIEV-ABLE.

HE'S WALKED DOWN MANY A WALL WITH HIS SPIDER-LIKE CLINGING ABILITY. BUT NEVER A WALL LIKE THIS.

WELL, AT LEAST THERE WEREN'T ANY TRAINS ON THE CONRAIL TRACKS DOWN HERE WHEN THE BUILDING SANK.

WINDOWS, WALLS, GIRDERS, DOORS--EVERYTHING'S PURE GOLD.

EVEN THE SMALLEST PIECE COULD SOLVE ALL MY MONEY PROBLEMS. AND MORE IMPORTANTLY--IT COULD MAKE AUNT MAY'S LIFE SO EASY, INSTEAD OF THE STRUGGLE THAT IT IS.

BUT I BET I KNOW HOW THE POWERS THAT BE'LL WANT TO DEAL WITH ALL THIS STUFF: DESTROY IT.

THIS MUCH NEW GOLD-- EVEN RUMORS OF ITS EXISTENCE--WOULD THROW THE WORLD'S ECONOMY INTO CHAOS.

'COURSE, WHO'D KNOW IF I ... AH, I'LL THINK ABOUT THAT LATER. RIGHT NOW--

RRRRIP!

--I'VE GOT SOME LIVES TO SAVE!

AND IF I'VE FIGURED RIGHT...

YEP. THERE THEY ARE!

JIM, LOOK--SOMEBODY... SOMEBODY'S COME FOR US!

THAT BEAM--IT'S SPIDER-MAN!

WEB-SLINGER--WE'RE TRAPPED! THIS PLASTIC PALM TREE--IT'S--

TURNED INTO GOLD. I NOTICED.

I'LL HAVE IT OFF YOU IN A JIFFY.

IT IS THE MIDDLE OF A SUNDAY NIGHT. EVEN IN NEW YORK, FEW PEOPLE ARE AWAKE TO SEE WHAT IS TRANSPIRING AT THE CRISIS SITE.

JOEY, I-I'M SCARED.

TH-THAT MAKES TWO OF US, KID.

AS FOR THOSE WHO DO SEE IT -- WELL, HOW WOULD **YOU** REACT?

I... I THOUGHT THE ROOF WOULD BE A NICE PLACE FOR A NIGHTCAP -- BUT AFTER WHAT WE'VE JUST SEEN -- THE BUILDING COLLAPSE... THE BLACKOUT... THE ***EXPLOSIONS***...

L-LISA -- THE COLLAPSED BUILDING -- I-IS IT SHINING... LIKE -- LIKE ***GOLD***?!

I-I THOUGHT SO, TOO, JOEY -- B-BUT THAT'S IMPOSSIBLE.

IT MUST BE THE F-FIRE, PLAYING T-TRICKS ON OUR EYES.

NEARBY...

A NEW YORK ACCIDENT.

CRASH!

ORDINARILY, THE DRIVERS WOULD BE LEAPING FROM THEIR SEATS, READY WITH THREATS OF PHYSICAL AND LEGAL RETRIBUTION.

NOT TONIGHT.

DO YOU SEE...?

NAH. I DON'T SEE IT.

ME NEITHER.

HEY -- ***I*** WON'T TELL ANYBODY ABOUT THIS IF ***YOU*** DON'T. DEAL?

DEAL.

AND I'LL NEVER DRIVE DRUNK AGAIN.

AND I'LL NEVER DRIVE DRUNK AGAIN.

BUT THERE ARE OTHERS WATCHING WHO ARE INTOXICATED NEITHER WITH LOVE NOR WITH ALCOHOL...

...BUT WITH GREED.

LOUIE... DO YOU SEE WHAT I SEE?

I SEE IT, AL. BUT I DON'T BELIEVE IT.

ME NEITHER. BUT WE GOT NOTHIN' TO LOSE BY CHECKING IT OUT UP CLOSE.

LEAD ON, MY MAN. AND WHO KNOWS--THE NEXT STOP MIGHT BE *EASY STREET!*

AND STILL OTHERS--THE VAST *MAJORITY* OF NEW YORKERS--SLUMBER ON, BLISSFULLY UNAWARE OF THE EVENTS TRANSPIRING IN MIDTOWN.

A HALF HOUR?

BAIN-BRIDGE-- THERE COULD BE CHAOS-- PANIC--

--*ANARCHY* IF FEDERAL FORCES TAKE THAT LONG TO BE MUSTERED.

THIS IS MY CITY-- MY ECONOMY. I WON'T SEE THEM *JEOPARDIZED!*

I'M SENDING SEVERAL HUNDRED OF MY MEN TO TAKE CARE OF THE PROBLEM *IMMEDIATELY.* I ASSUME I'LL HAVE THE NECESSARY AUTHORIZATION.

YES, MR. FISK. IT WILL ALL BE ARRANGED.

FINE. I'LL BE IN TOUCH.

Y-YES. TH-THANK YOU, MR. FISK.

WHY DID THEY HAVE TO PICK *ME* TO DEAL WITH HIM?

IF WORD EVER GETS OUT THAT I EVEN *SPOKE* WITH HIM... MY WHOLE CLEAN SLATE IN GOVERNMENT SERVICE WON'T BE WORTH A *PLUGGED NICKEL.*

GENTLE-MEN...

...I HAVE MADE OUR BARGAIN WITH THE DEVIL.

NOW, THERE YOU GO AGAIN, BAINBRIDGE...

...GETTING ALL *MELODRAMATIC.* WE'VE ALL GOT TO STAY CALM. DURING THIS CRISIS.

WELL, GENTLE-MEN... HOW DO WE PROCEED FROM HERE...?

AND WHILE PLANS ARE MADE IN WASHINGTON, D.C. --

--A FEW SQUAD CARS OF NEW YORK'S FINEST ARRIVE ON THE DISASTER SCENE...

GEEZ! WILLYA GET A LOAD OF *THIS!* THAT WASN'T A CRANK CALL AFTER ALL!

I WISH IT *WAS!*

INSIDE...

OKAY, GUYS. ALLEZ--

--OOP! AND YOU'RE FREE AS LITTLE BIRDIES!

BOY! THIS IS FAR OUT!

FAR OUT?! YOU LUNATIC--WE COULD'VE *DIED!*

BICKER LATER, FELLAS. BUT TELL ME--WERE THERE ANY OTHER PEOPLE IN THE BUILDING WHEN IT... CHANGED?

YEAH. NOW LEMME SEE IF I CAN REMEMBER WHERE...

WE'RE LUCKY SO FAR. IF THIS HAD HAPPENED DURING THE *DAY*, THERE'D BE TEN THOUSAND GUYS WITH PICKS AND AXES GOING AT THIS PLACE!

WELL, OUR LUCK MAY'VE JUST *CHANGED*, SAM. LOOK WHAT'S COMING...!

GET YOUR GUN OUT, MARTY.

SURE, SAM. BUT HOW MUCH GOOD IS IT GONNA DO--

--AGAINST THREE HUNDRED ARMED GOONS?

YOUR ATTENTION PLEASE!

--I BELIEVE WE'RE ALL HERE FOR A COMMON GOAL.

OH REALLY, DAPPER DAN? WHO'RE YOU?

EASY, SAM. EASY.

MY NAME'S *CHARLES ANDERSON*. I BELIEVE THIS SHOULD ESTABLISH MY CREDENTIALS.

CHARLES ANDERSON A-1 PRIORITY

OKAY, MISTER--LOOKS LIKE YOU OUTRANK EVERYBODY THIS SIDE OF FRANK SINATRA.

SO TELL US-- WHAT THE HECK DO WE DO *NOW*?

I'D LIKE YOU POLICE AND THESE, UH, GENTLEMEN, HERE TO START FORMING A BARRIER AROUND THE AREA. A HUMAN BARRIER.

YOU'LL BE RELIEVED SOON BY-- *HUH?*

YOU! ARE YOU IN CHARGE HERE?

YES...

THEN *YOU'RE* THE ONE I WANT! I'M HENRY TRUMPSLEY--

--I'M THE *OWNER* OF THIS BUILDING! I WANT TO KNOW JUST WHAT IN BLAZES IS GOING ON!

UH...WELL, SIR--WHAT HAS HAPPENED IS... EXACTLY WHAT *SEEMS* TO HAVE HAPPENED.

YOU MEAN MY BUILDING-- IT'S TURNED INTO... IT'S WORTH...

IT'S WORTH...

ACTUALLY, SIR, I'M GLAD YOU SHOWED UP.

YOU SEE, I HAVE A GOVERNMENT CHECK MADE OUT TO YOU FOR A VERY GENEROUS ASSESSMENT OF THE VALUE OF YOUR BUILDING AND PROPERTY--IN THEIR ORIGINAL CONDITION. THEY'RE OURS NOW.

WAIT A MINUTE! THE BUILDING'S STILL *MINE!* I DON'T HAVE TO SELL IT TO YOU!

HERE, FELLAS. THE MEDICS'LL TAKE CARE OF YOU. I'VE GOT TO GET BACK IN, FIND THE OTHER VICTIMS AND--

SAY... WHAT'S GOING *ON?* AND ARE THOSE SOME OF THE *KINGPIN'S* GOONS I RECOGNIZE IN THAT CROWD?

SIR, THE GOVERNMENT UNDERSTANDS HOW YOU FEEL. BUT NATIONAL--*WORLD*--SECURITY IS AT STAKE HERE!

IF YOU'LL JUST GO ALONG IN THE CAR WITH THESE GENTLEMEN, THEY'LL EXPLAIN EVERYTHING.

NO! YOU CAN'T DO THIS! I'VE GOT FRIENDS IN *CONGRESS*!

CURIOUSER AND CURIOUSER...

PLEASE COME THIS WAY, SIR...

GEE, I KNOW IT'S A BIG CRISIS AND ALL--BUT THEY HANDLED THAT GUY A LITTLE *ROUGH* FOR MY TASTE!

AFTER ALL--IT WAS HIS BUILDING! AND WHAT ARE THE KINGPIN'S GOONS DOING HERE--

--ACTING SO CHUMMY WITH THE COPS? IS THE GOVERNMENT ACTUALLY *DEALING* WITH HIM? WELL I CAN GET ANSWERS LATER--

--*AFTER* I SEE TO THE REST OF THE FOLKS IN THE BUILD--

YOU! OVER HERE! NOW!!

UH--ARE YOU ADDRESSING *ME*, SIR?

DON'T GET SMART WITH ME, WEBSLINGER. THIS IS GOVERNMENT PROPERTY NOW--OFF LIMITS TO UNAUTHORIZED PERSONNEL. WHICH MEANS *YOU*. TAKE OFF.

SURE--

--AS SOON AS I SEE IF ANYBODY ELSE NEEDS RESCUING.

WE'LL TAKE CARE OF THAT. *GO*.

I CAN DO IT FASTER. A FEW MINUTES COULD MEAN SOMEBODY'S *LIFE*.

I'LL TAKE THAT RESPONSIBILITY. LEAVE.

FORGET IT. YOU GO PLAY WITH THE KINGPIN'S GORILLAS. I'M GOING BACK *IN*.

WELL, SO MUCH FOR IMPROVING MY IMAGE WITH THE AUTHORITIES. I GUESS--*WHOA!!*

MY *SPIDER-SENSE*-- GOING OFF EXTRA-SPICEY! THERE'S *BIG DANGER!* GOTTA--

--JUMP!

WE'RE NOT PLAYING GAMES, WEBSLINGER. NOW WILL YOU LISTEN TO ME--AND LEAVE?!

B-YOW! B-YOW! B-YOW! B-YOW!

PAKKATA-PAKKATA-PAKKATA!

AFTER ALL, YOU MAY HAVE DODGED *THOSE* SHOTS--BUT HOW LONG DO YOU THINK YOU CAN STAY LUCKY?

HE'S KIDDING, RIGHT?

YOU'RE A REAL HERO, ANDERSON! YOU DEAL WITH THE KINGPIN--AND YOU TRY TO KILL SOMEBODY WHO ONLY WANTS TO *HELP!*

I BET YOU'RE REAL *PROUD* OF YOURSELF.

B-LAM!

B-YOW! B-YOW! B-YOW!

PAKKATA-PAKKATA!

GREAT. WHAT NOW? SHOOT HIM IN THE BACK?!

HOLD YOUR FIRE. LET HIM GO ON.

HOPE THE PLACE COLLAPSES ON HIM.

THE *EMPIRE STATE BUILDING--GOLD!* WHO'D'VE THOUGHT IT?

IT'S NOT GOLD, MAY. IT'S BRONZE--WORTH ABOUT TEN DOLLARS. MAYBE FIFTEEN.

A DROP IN THE BUCKET, ARTHUR, COMPARED TO THE MONEY WE NEED TO KEEP THIS HOUSE GOING. MONEY WE DON'T HAVE!

I GUESS I'LL HOLD ONTO THE MODEL THEN--IT'S NOT WORTH SELLING.

OH, NATHAN, WE'LL COME THROUGH THIS CRISIS. I JUST HOPE WE CAN DO IT WITHOUT TELLING MY NEPHEW.

PETER? I... I'M AFRAID I'VE ALREADY *TOLD* HIM, MAY. I THOUGHT IT WAS BETTER THAT WAY.

I WISH YOU HADN'T, NATHAN. THE POOR DEAR IS SO WORRY-PRONE AS IT IS.

UNLIKE US, OF COURSE.

BACK AT THE DISASTER SITE, FEDERAL FORCES BEGIN AT LAST TO ARRIVE IN FULL STRENGTH... AND THE KINGPIN'S MEN FADE AWAY INTO THE NIGHT.

WORD HAS GONE OUT FROM WASHINGTON. THE BUILDING MUST BE DISMANTLED, PACKED UP AND SUNK IN THE NIGH BOTTOMLESS SUB-OCEANIC TRENCHES IN THE MID-ATLANTIC. ALL THIS MUST BE DONE IN TOP **SECRECY.**

NOW THE LONG TEDIOUS PROCESS OF CARRYING OUT THAT ORDER BEGINS.

WHILE GIANT TARPS ARE DRAPED AROUND THE ENTIRE AREA...

...SQUADS OF MILITARY PERSONNEL IN MOUNTAIN-CLIMBING GEAR ARE LOWERED FROM HELICOPTERS TO BEGIN HEWING AWAY CHUNKS OF GOLD WITH ACETYLENE TORCHES.

THE GOLD IS THEN LOWERED TO THE GROUND, PACKED UP IN PLAIN WOODEN CRATES AND PLACED ABOARD UNMARKED TRUCKS WHICH WILL TAKE THEM ALONG HEAVILY GUARDED ROADS LEADING TO WAITING SHIPS.

MEANWHILE, LIKE A FLOCK OF OLIVE-DRAB GUARDIAN ANGELS, A CONVOY OF ARMY HELICOPTERS WATCHES FROM ABOVE...

...KEEPING AN EYE ON THE BIG PICTURE, AND DIVERTING ALL UNAUTHORIZED AIR TRAFFIC FROM THE AREA.

OF COURSE, AN EVENT OF THIS MAGNITUDE CANNOT BE KEPT TOTALLY SECRET...

...AND, ACCORDING TO *OFFICIAL SOURCES*, THE SCENE OF THE AS-YET-UNEXPLAINED GAS-MAIN EXPLOSIONS IS STILL TOO DANGER-OUS FOR US TO GET ANY CLOSER THAN THIS...

MEANWHILE, ALL SORTS OF RUMORS HAVE BEEN CIRCULATING CONCERNING AN EXPLANATION FOR THE SECRECY SURROUNDING TONIGHT'S EVENTS. THESE RANGE FROM A NUCLEAR WASTE SPILAGE TO A TERRORIST ATTACK, TO AN INVASION FROM OUTER SPACE.

CBS

BUT RUMORS ARE OF NO CONCERN TO THE AMAZING SPIDER-MAN. THERE IS WORK TO BE DONE: PEOPLE TO BE RESCUED...

...PAIN TO BE ALLEVIATED...

...LIVES TO BE SAVED.

ONE LIFE... IS BEYOND SAVING...

... AND SPIDER-MAN UTTERS A SILENT CURSE UPON THE BEING CALLED THE BEYONDER.

FOUR A.M. FINDS A HERO VERY WEARY... AND VERY **ALONE**...

I THINK I'VE GOTTEN JUST ABOUT EVERYBODY OUT OF THE PLACE. I'M SURPRISED ANDERSON DIDN'T HAVE 'EM **SHOT**. HE SEEMED TRULY CONCERNED... PUT THEM ALL IN CARS AND WHISKED 'EM OFF HOME, I GUESS.

I NEVER KNEW PEOPLE WORKED SUCH WEIRD HOURS. GUESS THAT'S WHAT MAKES NEW YORK NEW YORK.

BUT TO THINK... IF THEY HAD STOPPED ME FROM GOING IN... HOW MUCH **WORSE** THE TRAGEDY MIGHT HAVE BEEN!

IMAGINE! I PUT MY NECK ON THE LINE--RISK MY LIFE TO HELP OUT-- AND THOSE GOVERNMENT GUYS ARE ONLY TOO ANXIOUS TO THANK ME BY JOINING IN WITH THE KINGPIN'S CREEPS TO TAKE POT SHOTS AT ME!

THAT'S THE THANKS, SPIDER-MAN GETS: **BULLETS!**

LOOK AT THIS PACKING POPCORN HERE! ALL GOLD--

--UNREAL!

IT ALL BELONGS TO THE GOVERNMENT NOW. BUT WOULD IT BE SO TERRIBLE FOR THE WORLD IF ANDERSON OR SOMEBODY TOOK SOME AND SAID: "HERE, SPIDEY. THANKS."?

BUT, NO! THEY OFFER ME **LEAD**, INSTEAD OF GOLD!

AND HOW ABOUT THE STUFF IN THIS **GARBAGE CAN**! THIS OLD **NOTEPAD**, FOR INSTANCE! SOMEONE WAS THROWING IT OUT-- IT'S **GARBAGE**!

WHO WOULD KNOW IF I TOOK IT? AND WHO COULD **PROSECUTE** ME FOR TAKING GARBAGE?

NAH. IT'S ALL THE GOVERNMENT'S. IT'D BE STEALING NO MATTER HOW I RATIONALIZE IT. I'M ONE OF THE GOOD GUYS, AND-- WAIT A SECOND...!

DO I HEAR A VOICE...?

HELP ME... SOMEBODY, PLEASE HELP ME...

YEAH. GUESS I **DIDN'T** GET EVERYBODY.

WELL, HERE I GO AGAIN...

EASY, NOW, PAL. YOU'RE GONNA BE OKAY.

WH-WHO'S THERE...?

SP-SPIDER-MAN?!

D-DON'T HURT ME...

DON'T WORRY, MISTER. I'M HERE TO SAVE YOU. JUST PROMISE YOU'LL WRITE THE *DAILY BUGLE* A LETTER ABOUT HOW SWELL I AM.

OKAY, I'VE GOT THIS GOLD CHAIR OFF YOU. CAN YOU GET UP NOW?

N-NO.

THE STUFF IN MY SHIRT AND IN MY POCKETS-- TOO HEAVY. YOU'VE GOT TO HELP ME...

I'LL SAVE YOUR LIFE, MISTER-- BUT YOU CAN'T TAKE THAT LOOT. IT'S THE GOVERNMENT'S NOW.

BUT... IT WAS ALL MY OWN PERSONAL BELONGINGS. NOT EVEN MY COMPANY'S. JUST 'CAUSE IT'S GOLD NOW... DOESN'T MAKE IT *NOT* MINE!

I'M SORRY... THAT'S THE WAY IT IS... I CAN'T LET YOU TAKE IT. BESIDES, IF YOU DO-- ITS WEIGHT COULD MAKE IT PRETTY HARD FOR ME TO DRAG YOU OUT OF HERE!

IT'S NOT *FAIR!* IT'S NOT--

WAIT! THERE'S *DANGER!*

THE CEILING--

WHRRUUNNKK

--COLLAPSING!!

NO! I DON'T WANNA DIE!

FOR SEVERAL SECONDS ALL IS QUIET AGAIN.

THEN...

EASY, MISTER...

...WE'RE OKAY NOW...!

BUT, AS YOU CAN SEE--THIS PLACE IS *STILL* A DEATH TRAP.

SO IN THE INTEREST OF GETTING OUT OF HERE *ALIVE*...

YOU'VE CONVINCED ME, SPIDER-MAN.

I'M LEAVING ALL MY SOUVENIRS BEHIND. WHAT A WASTE.

JUST KEEP TELLING YOURSELF IT'S ALL FOR THE GREATER GOOD. THAT'S WHAT *I* DO.

"...I ALMOST BELIEVE IT, TOO."

OUTSIDE, DISMANTLING PROCEDURES CONTINUE...

...AS CHARLES JAMES ANDERSON RECEIVES THE MESSAGE HE'D HOPED HE **WOULDN'T**...

HE'S HERE, MR. ANDERSON.

ALL RIGHT, I'M COMING.

AH, MR... ANDERSON, IS IT?

THAT'S CORRECT...

POLICE

WHILE...

HERE YOU GO, FELLAS. I'M PRETTY SURE HE'S THE LAST GUY LEFT IN THERE.

THANKS, WEB-SLINGER. WE OWE YOU A *LOT!*

NOW LET'S GET THIS GUY DEBRIEFED LIKE THE OTHERS, ED.

WELL, AT LEAST THESE MEDICS AREN'T AS *HEARTLESS* AS THEIR BOSS.

IT'S NICE TO GET *SOME* GRATITUDE!

GUESS I'LL CALL IT A NIGHT...

HEY! THERE'S ANDERSON-- BUT HE DOESN'T EVEN NOTICE *ME!* GUESS THERE'S SOMEBODY REAL IMPORTANT IN THAT LIMO!

WOW! MAYBE IT'S RONNIE, HIMSELF!

HERE'S MY CHANCE TO SEE HIM IN THE FLESH!

...YES, I UNDERSTAND, I'VE DISCUSSED IT WITH MY SUPERIORS.

YOUR PROPOSED FEE HAS BEEN ACCEPTED.

"*FEE*"? WHAT'S *THAT* ALL ABOUT?

THANK YOU, MR. ANDERSON. I THINK IT'S ONLY FAIR.

THAT VOICE...!

AFTER ALL...

IF IT HADN'T BEEN FOR MY TIMELY ASSISTANCE, THE WORLD MIGHT EVEN NOW BE A MUCH *GLOOMIER* PLACE IN WHICH TO LIVE.

SEVERAL *GOLDEN TYPEWRITERS* SHOULD COVER MY EXPENSES ADEQUATELY.

PERHAPS. MY MEN ARE BRINGING OUT THE TYPEWRITERS NOW.

I WILL SEND OVER AN *INVOICE* FOR ANY OTHER INCIDENTAL CHARGES.

TYPEWRITERS! THEY'RE GIVING THE KINGPIN TYPEWRITERS FROM THE BUILDING?!

GOLDEN TYPEWRITERS WORTH MILLIONS!

I CAN'T STAND IT!

IT'S NOT FAIR! IT'S NOT RIGHT!

I GET SHOT AT JUST FOR THE PRIVILEDGE OF RISKING MY LIFE TO SAVE PEOPLE!

I GET THE FISHEYE FROM EVERYBODY AND HIS BROTHER BECAUSE OF THE HATE CAMPAIGN J. JONAH JAMESON'S DAILY BUGLE RUNS AGAINST ME!

MEANWHILE, CREEPS LIKE JAMESON AND THE KINGPIN LIVE IN THE LAP OF LUXURY-- SNAP THEIR FINGERS AND GET WHATEVER THEY WANT--

--WHILE THE KINDEST PERSON IN THE WORLD-- MY OWN AUNT MAY--HAS TO SCRIMP AND WORRY IF SHE'LL BE ABLE TO AFFORD TOMORROW'S DINNER!

AND WHAT DO I GET FOR DAY AFTER DAY, YEAR AFTER YEAR OF SAVING THIS CITY'S HASH? A BIG, FAT ZERO!

BUT WHAT THANKS DOES THE KINGPIN GET FOR BEING THE MOST SUCCESSFUL CRIMINAL IN THE CITY?

MILLIONS OF DOLLARS IN GOLD FROM THE GOVERNMENT! THEY'RE REWARDING HIM FOR BEING CORRUPT!

WELL, THAT'S IT! I'VE HAD IT!

IF THE KINGPIN'S ENTITLED TO SOLID GOLD TYPEWRITERS--

--THEN I'M AT LEAST ENTITLED TO TAKE SOME GARBAGE--STUFF THAT WOULD'VE BEEN IN AN INCINERATOR IN A COUPLE OF HOURS.

THIS IS IT, WORLD--

I'M GETTING MINE!

AND A FEW MINUTES LATER, AS THE KINGPIN'S LIMOSINE DEPARTS WITH ITS PRECIOUS CARGO...

PROUD OF YOURSELF, ANDERSON?

PROUD OF YOURSELF, ANDERSON?

SPIDER-MAN!

YEAH, THAT'S RIGHT. YOU KNOW--THE GUY YOU SHOT AT FOR TRYING TO SAVE SOME INNOCENT LIVES BEFORE--

-- YEAH, *THAT* SPIDER-MAN. Y'KNOW, IT'S FUNNY. A FEW MINUTES AGO, I WOULD'VE *HAPPILY* CHASED OL' TUBBY FOR YOU...

...TO FINALLY NAIL HIM FOR A CONVICTABLE CRIME: STEALING THOSE TYPEWRITERS.

TOW AWAY ZONE

ONLY, IT'S *NOT* A CRIME NOW, IS IT? IT'S GOVERNMENT SANCTIONED! *HE'S* NOT A CRIMINAL -- *I* AM!

GO ON. MAKE ME FEEL BAD.

DONE YET?

ALMOST.

THE KINGPIN GOT *HIS* REWARD?!

WELL, TAKE A GANDER, FRIEND! I'VE GOT *MINE!*

SEE YA IN THE FUNNY PAPERS, ANDERSON.

TOW AWAY ZONE

ALL AROUND, DEMOLITION, DEBRIEFING AND FIRST-AID PROCEDURES CONTINUE, OCCUPYING ALMOST EVERYONE'S ATTENTION.

ONLY CHARLES ANDERSON AND PETER PARKER ARE AWARE OF THE HARSH WORDS JUST NOW EXCHANGED BETWEEN THEM.

PARK AVE.

US NATIONAL GUARD

ONLY THEY ARE AWARE OF THIS STRANGE NEW **TURNING POINT** IN THE LIFE OF...THE AMAZING **SPIDER-MAN.**

TO BE CONTINUED IN AMAZING SPIDER-MAN #268 --ON SALE SOON!

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the AMAZING SPIDER-MAN®

SECRET WARS II™

CONTINUES IN THIS ISSUE!

THE GOOD NEWS IS THE BEYONDER HAS TURNED THIS SKYSCRAPER INTO SOLID GOLD

THE BAD NEWS IS THE KINGPIN WANTS HIS CUT. DON'T MISS:

"THIS GOLD IS MINE!"

STAN LEE PRESENTS:

SPIDER-MAN

"THIS GOLD IS MINE!"

NEW YORK CITY, 6:30 AM...

WHU...WHAT'S GOING ON? WHY WON'T YOU LET ME PASS?

CAN'T DO THAT, SIR! WE'VE BEEN ORDERED TO SEAL OFF THIS ENTIRE AREA!

IT'S CLOSED TO ALL CIVILIANS!

MOVE AWAY FROM THAT TARP! *NOW!!*

WHY WON'T THEY TELL US WHAT'S HAPPENING BACK THERE?

IT'S GOTTA BE SOMETHING BIG FOR THEM TO CORDON OFF *PARK AVENUE!*

sale

AN ACTION-PACKED THRILLER PRODUCED BY
TOM DeFALCO-- WRITER
RON FRENZ-- PENCILER
JOSEF RUBINSTEIN-- FINISHED ART
JOE ROSEN-- LETTERER
BOB SHAREN-- COLORIST
JIM OWSLEY-- EDITOR
JIM SHOOTER-- EDITOR-IN-CHIEF

I'LL BET IT'S SOME KIND OF DEADLY CHEMICAL SPILL!

NAH! THEY WOULDN'T CALL OUT THE ARMY FOR THAT!

TERRORISTS! IT'S GOTTA BE TERRORISTS!

SWINGING HIGH ABOVE THE SLOWLY FILLING STREETS, THE AMAZING **SPIDER-MAN** HEARS THE RUMORS BIRTHING--

FOR HIM, IT STARTED WITH THE SUDDEN, STARTLING APPEARANCE OF THE **BEYONDER**--A NEAR-OMNIPOTENT BEING FROM BEYOND OUR UNIVERSE!

--AS HE REFLECTS ON THE MIND-STAGGERING EVENTS OF THE PAST HOURS!

THE BEYONDER HAD SOUGHT SPIDER-MAN OUT FOR KNOWLEDGE--ANSWERS TO QUESTIONS ABOUT CERTAIN BODILY FUNCTIONS, AND THE NEEDS AND DESIRES OF THE HUMAN ANIMAL...

AFTER QUESTIONING SOME OTHERS, THE BEYONDER DETERMINED THAT MANY HUMANS HAD A GREAT DESIRE FOR FINANCIAL WEALTH...

...A DESIRE HE SATISFIED BY CONVERTING AN ENTIRE SKYSCRAPER, AND EVERY INORGANIC OBJECT WITHIN IT, INTO SOLID **GOLD!**

AND THEN...

THE BUILDING COULDN'T SUPPORT ITS OWN WEIGHT! IT COLLAPSED UPON ITSELF, RUPTURING GAS AND WATER MAINS!

AND THIS IS ONLY THE BEGINNING! THE SUDDEN INFLUX OF SO MUCH GOLD WILL WREAK HAVOC WITH GLOBAL FINANCES!

CHARLES ANDERSON, A SPECIAL GOVERNMENT OPERATIVE, SOON ARRIVED TO TAKE CHARGE OF THE SITUATION...

THIS AREA'S UNDER MARTIAL LAW!

I WANT EVERYONE WHO'S SEEN THAT BUILDING PLACED IN *PROTECTIVE CUSTODY!*

BUT THEN, AS SPIDER-MAN ATTEMPTED TO CONTINUE HIS RESCUE OPERATION...

STOP HIM! HE ISN'T AUTHORIZED TO ENTER THAT BUILDING!

ANDERSON SEEMED OBSESSED WITH THE DESIRE TO KEEP THE BUILDING'S EXISTENCE A SECRET--

--OR SO SPIDER-MAN THOUGHT UNTIL HE OBSERVED ANDERSON FURTIVELY SMUGGLING SOME OF THE GOLD INTO AN AWAITING LIMOUSINE...

...A LIMOUSINE WHICH BELONGED TO THE *KINGPIN OF CRIME!**

*THE PRECEDING FLASHBACK IS COURTESY OF **SECRET WARS II** #2 AND **WEB OF SPIDER-MAN** #6 -- OWZ!

AND NOW...

IT'S JUST NOT FAIR! THEY SHOOT AT ME--AND REWARD THE KINGPIN!

WELL, I SHOWED THEM! I SNATCHED A LITTLE SOUVENIR FOR MY TROUBLE--A NOTE-BOOK MADE OF SOLID GOLD!

I CAN REALLY PUT THIS TO GOOD USE, AND IT'S NOT LIKE I STOLE IT...

I FOUND IT IN A TRASHCAN! NO ONE WILL EVER KNOW IT'S MISSING!

A CLEAR CASE OF FINDER'S KEEPERS!

SO, THEN, WHY DO I FEEL SO GUILTY ABOUT TAKING IT?!

SOMETIME LATER, IN THE CHELSEA DISTRICT OF MANHATTAN...

I DON'T SEE ANYONE ON THE ROOF, AND THERE'S NO WARNING BUZZ FROM MY SPIDER-SENSE--SO I GUESS THE COAST IS CLEAR!

I'VE HAD TO BE REAL CAREFUL ABOUT USING MY BATHROOM SKY-LIGHT IN THE MORNING HOURS--EVER SINCE I LEARNED THAT ONE OF MY NEIGHBORS USUALLY WATCHES THE SUNRISE FROM THE ROOFTOP!*

*SEE AMAZING #266--OWZ!

I'M GLAD I MISSED HER THIS MORNING!

IT WOULD HAVE BEEN A REAL DRAG TRYING TO SNEAK INTO MY APART-MENT IF SHE HAD BEEN UP THERE!

BUT I'M TOO TIRED... AND *HUNGRY*... TO WORRY ABOUT THAT NOW!

HHM!

MOMENTS LATER...

I WONDER WHAT THE EARLY MORNING NEWS HAS TO SAY ABOUT THAT MESS ON PARK AVENUE?

CLIK!

...EVACUATED AN AREA FIVE CITY BLOCKS IN WIDTH--THAT EXTENDS FROM LEXINGTON AVENUE TO THE HUDSON RIVER!

WHILE THERE HAS BEEN NO OFFICIAL STATEMENT AS TO THE TRUE NATURE OF THE DISASTER, THE AUTHORITIES HAVE ASSURED US THAT THE PUBLIC IS IN NO DANGER...

THAT'S WHAT YOU THINK, BUDDY!

IF ANYONE EVEN SUSPECTED THAT THAT MUCH GOLD EXISTED, IT WOULD MEAN A TOTAL COLLAPSE OF THE WORLD'S ECONOMY!

I DON'T KNOW WHAT TERRIFIES ME MORE--THE POSSIBILITY OF A GLOBAL DEPRESSION--OR THE FEAR THAT THE GOVERNMENT OF THE UNITED STATES MAY BE TIED IN WITH THE KINGPIN OF CRIME?!

WAS ANDERSON ACTING ALONE --OR WAS HE ORDERED TO TURN THAT GOLD OVER TO THE KINGPIN?

HOW FAR UP THE LADDER DOES THE CORRUPTION GO?

DO I EVEN HAVE THE *RIGHT* TO KEEP THIS SORT OF THING A SECRET?!

AND YET, THINK OF THE PANIC IT WOULD CAUSE!

ENOUGH! I'M MUCH TOO WASTED TO THINK STRAIGHT!

I'VE GOTTA HIT THE SHEETS, AND I DON'T WANT TO BE DISTURBED!

FLOP!

I'LL THINK ABOUT THIS... TOMORROW...

MEANWHILE...

SKY DOG ONE TO GROUND LEADER! WE HAVE SECURED THE HEAVENS! ALL CIVILIAN AIRCRAFT HAVE BEEN WARNED TO RESPECT OUR PERIMETERS!

781

F.R.Y. MORGAN

CONTINUE YOUR PATROL, SKY DOG! AND PAY SPECIAL ATTENTION TO THE ROOFTOPS...

...WE DON'T WANT ANY OUTSIDERS EYEBALLING THIS OPERATION!

ANDERSON! MY TEAM HAS FINISHED DEPLOYING THE HEAVY DUTY LASERS!

WE'VE ALREADY BEGUN TO CUT THE BUILDING APART!

GOOD! WE'VE GOT TO GET RID OF ALL THIS GOLD BEFORE WORD OF ITS EXISTENCE LEAKS OUT!

WHAT HAPPENED TO THE UNAUTHORIZED PERSONNEL WHO SAW IT?

WITH THE EXCEPTION OF SPIDER-MAN, THEY'VE ALL BEEN ROUNDED UP AND MOVED TO A SPECIAL DEBRIEFING CENTER.

BY THE TIME OUR EXPERTS ARE FINISHED WITH THEM, THEY WON'T KNOW WHAT THEY SAW!

I DON'T LIKE THE SOUND OF THAT, SIR.

I DON'T CARE WHAT YOU LIKE, SERGEANT. MY AUTHORITY COMES FROM THE *PRESIDENT* HIMSELF!

IF YOU HAVE A PROBLEM, TAKE IT UP WITH HIM.

MAN, I'D LOVE TO SEE THE MOLAR THIS FILLING'S BEING FITTED FOR!

DREAM ON, SOLDIER!

SWING THE CRANE OVER HERE! WE'VE GOT ANOTHER CHUNK READY!

MAKE SURE THAT LINE'S SECURE! THIS BABY ISN'T KIDDING ABOUT BEING HEAVY!

HEY, JOE! WHAT'S THE GOING PRICE FOR GOLD THESE DAYS?

A LITTLE UNDER $290 AN OUNCE. OF COURSE, THAT COULD FALL TO UNDER $1 AN OUNCE--

--IF SEVERAL MILLION TONS WERE SUDDENLY DROPPED ON THE OPEN MARKET!

NO WONDER THE "SUITS" ARE SO ANXIOUS TO HUSH THIS UP...

"...A LOT OF COUNTRIES PAY THEIR DEBTS AND BACK THEIR CURRENCIES WITH GOLD! THEY'D BE WIPED OUT!"

JUST A FEW SECONDS MORE, AND THIS LAST CRATE WILL BE SEALED UP TIGHTER THAN A PAIR OF DESIGNER JEANS!

WE'VE GOT A FULL LOAD, AND WE'RE READY TO ROLL!

SO WHAT ARE YOU WAITING FOR?!

MOVE OUT!

HEADING WEST ON ONE OF THE STREETS WHICH HAS BEEN CORDONED OFF TO THE GENERAL PUBLIC, THE RUMBLING FLATBED QUICKLY TRAVELS ACROSS TOWN--

EEEE

PUT A MOVE ON, MEN!

THIS IS THE LAST LOAD FOR THIS SHIP, AND WE'RE RUNNING A LITTLE BEHIND SCHEDULE!

WHARF RAT TO GROUND LEADER! THE CARGO IS SAFELY ONBOARD!

IT'S ABOUT TIME, WHARF RAT! I JUST HOPE YOU CAN GET THAT SHIP OFF--

--AND THE NEXT ONE DOCKED AND READY FOR LOADING BEFORE OUR TIME-TABLE IS COMPLETELY BLOWN!

PICK UP THE PACE, MAN! I DON'T WANT THIS OPERATION GET-TING BOGGED DOWN AT YOUR END! TWO MORE TRUCKS ARE ALREADY ON THEIR WAY!

U.S. ARMY

YOU'D BETTER RADIO *McGUIRE AIR FORCE BASE* THAT ANOTHER SHIP IS ABOUT TO LEAVE!

I'VE TAKEN THE LIBERTY OF DOING THAT, SIR! THE ESCORT IS ALREADY...

"...ON ITS WAY!"

VROOOM!

TALK ABOUT A MILK RUN! BABYSITTING THAT HUNK OF TIN DOWN THERE WILL BE THE EASIEST DRILL WE'VE EVER HAD!

DON'T COUNT ON IT, PARDNER! I JUST PICKED UP A BLIP ON MY RADAR SCREEN!

NO SWEAT! IT'S ONLY A COMMERCIAL AIRLINER!

THE AIR TOWER AT KENNEDY AIRPORT HAS ALREADY ADVISED IT TO CHANGE COURSE!

MUCH LATER, AT A PREDETERMINED SPOT IN THE MID-ATLANTIC...

THIS IS AS FAR AS WE GO, JOCKS!

THAT AIRCRAFT CARRIER TAKES OVER FROM HERE!

PULLING INTO POSITION BESIDE THE CARRIER, THE TRANSPORT SHIP SUDDENLY RELEASES ITS CARGO INTO THE OCEAN...

THE CRATES SINK QUICKLY--

--FALLING INTO THE OPEN MAW OF THE SEVEN MILE DEEP TRENCH OFF THE COAST OF PUERTO RICO!

THOSE CRATES ARE GONE FOREVER, SKIPPER!

NO ONE'S EVER GOING TO BE ABLE TO SALVAGE THEM NOW!

I PRAY YOU'RE RIGHT, SON!

WE'VE GOT TO TURN THE SHIP AROUND NOW. OUR ORDERS ARE TO RETURN FOR ANOTHER LOAD.

MEANWHILE, AT THAT VERY MOMENT, A NORAD SPY SATELLITE PASSES OVER-HEAD...

KLIK! KLIK! KLIK!

KLIK! KLIK! KLIK!

KLIK! KLIK! KLIK!

MMMMMM

MMMMMM

HON. JASON BLACK

I WASN'T EXPECTING TO SEE YOU TODAY, CONGRESS-MAN.

I KNOW, JUDY, BUT SOMETHING CAME UP...

...AND I HAVE TO TRANSMIT PHOTOCOPIES OF SOME DOCUMENTS TO MY NEW YORK OFFICE IMMEDIATELY.

WOULD YOU LIKE ME TO SEND THEM?

THAT WON'T BE NECESSARY, JUDY.

I'D PREFER TO HANDLE THIS MYSELF.

MANHATTAN...

KLIK! KLIK! KLIK!

KLIK! KLIK! KLIK!

A MESSENGER JUST LEFT A PACKAGE FOR YOU, SIR.

THANK YOU.

I'VE BEEN EXPECTING IT.

PERFECT! THESE PICTURES TELL ME EVERYTHING I HAVE TO KNOW!

MR. FISK WILL BE SO PLEASED!

WHAT IS IT?

I PREVAILED UPON SOME OF OUR CONTACTS IN *WASHINGTON, D.C.* FOR HELP! I NOW KNOW WHERE ANDERSON IS DUMPING THE GOLD!

SO DO I! INTO THE GREAT PUERTO RICAN TRENCH!

H- HOW ...DID YOU KNOW THAT?

I AM THE *KINGPIN* OF CRIME.

I MAKE IT MY BUSINESS TO KNOW SUCH THINGS.

EARLY THE NEXT MORNING...

DAILY BUGLE

IT'S A GOOD THING YOU FINALLY SHOWED UP!

DO YOU REALIZE YOUR PHONE HAS BEEN OFF THE HOOK SINCE YESTERDAY MORNING?

REALLY?

THAT BIT OF CARELESSNESS COULD HAVE COST YOU AN ASSIGNMENT, PETER.

I'VE BEEN ROUNDING UP ALL OF OUR FREELANCERS TO WORK ON THIS PARK AVENUE THING.

IN FACT, THEY'RE HOLDING A MEETING ON IT...

"...IN THE PUBLISHER'S OFFICE!"

WHAT THE BLAZES IS WRONG WITH YOU PEOPLE?

CALM DOWN, JONAH! WE'RE DOING OUR BEST.

I DON'T BUY IT, ROBBIE, THE GOVERNMENT CORDONS OFF A MAJOR SECTION OF MANHATTAN, AND NONE OF THESE HIGHLY-PAID REPORTERS EVEN KNOWS WHY!

WHAT HAVE YOU MANAGED TO LEARN, NED?

NOTHING, MR. JAMESON... EXCEPT THAT I'M NOT SURE WE SHOULD PURSUE THIS STORY.

WHAT--?!

THE GOVERNMENT SEEMS REAL SERIOUS ABOUT KEEPING THEIR OPERATION A SECRET!

THINK OF ALL THE PRESSURE THEY COULD BRING TO BEAR ON THE *DAILY BUGLE*--AND OUR PERSONAL LIVES!

I CAN'T BELIEVE MY EARS!

YOU'RE SUPPOSED TO BE A *NEWSMAN*, REMEMBER? YOU HAVE A RESPONSIBILITY TO THE PEOPLE!

DON'T THEY HAVE A RIGHT TO KNOW WHAT'S GOING ON OUT THERE?!

BUZZZ

WHAT IS IT?

PETER PARKER HAS ARRIVED, SIR. WOULD YOU LIKE HIM TO JOIN THE MEETING?

YES... SEND HIM IN!

PETER, MY BOY, I JUST KNEW I COULD COUNT ON YOU! YOU'VE ALWAYS BEEN LIKE A SON TO ME!

GIVE ME THE PICTURES WHILE THERE'S STILL TIME TO RUN A SPECIAL EDITION OF THE PAPER!

"PICTURES"? WHAT "PICTURES"?!

DON'T PLAY GAMES, PARKER!

I KNOW YOU MUST HAVE GOTTEN SOME EXCLUSIVE BEHIND-THE-SCENES ACTION SHOTS OF THAT GOVERNMENT OPERATION!

YOU DID COME THROUGH FOR ME, DIDN'T YOU?!

WELL... ER...NO...

OUT! *OUT!*

DON'T COME BACK WITHOUT ANY PHOTOS, YOU MISERABLE, UNGRATEFUL EXCUSE FOR A FREE-LANCER!

BUT, MR. JAMESON... *DAD...*

YOU'D BETTER GO, PETER! *NOW!*

SOON...

I KNOW THAT JAMESON IS ONLY INTERESTED IN SELLING MORE NEWSPAPERS--BUT MAYBE HE'S RIGHT!

MAYBE THE PUBLIC DOES HAVE A RIGHT TO KNOW ABOUT THAT GOLDEN BUILDING!

WHO AM I TO DECIDE?

WHAT ABOUT THE GOVERNMENT'S CONNECTION WITH THE *KINGPIN?*

HOW CAN I KEEP *THAT* A SECRET? AND YET, THINK OF THE PANIC IT WOULD CAUSE!

I JUST WISH I KNEW WHAT TO DO!

HHM! LOOKS LIKE THEY'VE BEEFED UP SECURITY AROUND HERE-- BUT IT'LL TAKE A WHOLE LOT MORE TO KEEP *ME* OUT!

WOW! THESE GUYS MOVE FAST!

THEY'VE ALREADY DISMANTLED MOST OF THE BUILDING!

WHERE'S ANDERSON? HE'S THE ONE I WANT TO KEEP AN EYE ON!

MEANWHILE...

I TRUST YOU HAVE ARRANGED EVERYTHING ACCORDING TO MY SPECIFI-CATIONS.

YES, MR. FISK! I HAVE PERSONALLY SUPERVISED EVERY DETAIL!

EXCELLENT.

THE GOVERNMENT THINKS IT CAN DENY ME MY RIGHTFUL SHARE OF THE GOLD.

FOOLISH! *VERY* FOOLISH!

AS THE UNDISPUTED LEADER OF THE EAST COAST UNDERWORLD, I AM ENTITLED TO A FAIR PERCENTAGE OF IT.

"THE GOVERNMENT BELIEVES THE GOLD IS SAFE BECAUSE AN AIRCRAFT CARRIER IS GUARDING THE DUMPING SITE--

"--AND THE TRANSPORT SHIPS ARE BEING ESCORTED TO THAT SITE BY FIGHTER PLANES.

"ONCE THE TRANSPORT SHIPS ARE IN PLACE, THEY QUICKLY DUMP THEIR PRECIOUS CARGO.

"AS EACH SHIPMENT DISAPPEARS INTO THE BOTTOMLESS MAW OF THE GREAT PUERTO RICAN TRENCH...

"THE LAW OF *SUPPLY* AND *DEMAND* DICTATES THAT THE REMAINING GOLD BECOMES ALL THE MORE VALUABLE!

"THE ESCORT PLANES SEE NO NEED TO GUARD AN EMPTY SHIP, SO THEY RETURN TO BASE--

"-- WHILE THE TRANSPORT SHIPS SLOWLY MAKE THEIR WAY BACK FOR ANOTHER LOAD!

"OF COURSE, THIS IS THE POINT WHEN THESE SHIPS ARE MOST VULNERABLE TO ATTACK.

"IT WILL BE A SIMPLE MATTER TO SELECT A PARTICULAR SHIP, NEUTRALIZE ITS CREW-- AND REPLACE IT WITH ONE OF OUR OWN!

"A SIMPLE MATTER, INDEED."

SOMETIME LATER...

WE'RE FINISHED, SIR!

THE ENTIRE BUILDING HAS BEEN DISMANTLED, AND LOADED FOR TRANSPORT!

YOUR UNIT HAS DONE A COMMENDABLE JOB, SERGEANT!

I NOW UNDERSTAND WHY YOUR PEOPLE COME SO HIGHLY RECOMMENDED FROM THE PRESIDENT.

YOU MAY NOW STRIKE THE SET...

...AND THEN, I WANT EVERY MAN CONNECTED WITH THIS OPERATION TO BE STRIPPED, SEARCHED AND DEBRIEFED!

BUT, SIR--!

YOU HAVE YOUR ORDERS, SERGEANT!

I SHALL PERSONALLY ACCOMPANY THIS FINAL SHIPMENT TO THE DUMPING GROUND!

UH-OH! ANDERSON'S ON THE MOVE!

WELL, HE'S NOT LEAVING WITHOUT ME!

I'LL HAVE TO RELY ON MY *SPIDER-SENSE* TO WARN ME WHENEVER I'M IN DANGER OF BEING SPOTTED!

SOON...

THIS IS IT! *THE LAST LOAD--!*

MOVE IT! MOVE IT!

EVERY SECOND IS CRITICAL!

I WANT THAT SHIP LOADED, AND OUT OF HERE IN RECORD TIME!

THAT'S ODD! I'VE BEEN HERE SINCE THIS OPERATION STARTED, AND I DON'T REMEMBER SEEING ANY OF THESE SAILORS BEFORE!

HEY! ARGYLE SOCKS AND ITALIAN SHOES--?!

WHEN DID THEY BECOME NAVY ISSUE?

EXCUSE ME, SIR, BUT...

GET BACK TO WORK! WE'VE GOT A TIME-TABLE TO MEET!

TAILING ANDERSON IS PROBABLY A WASTE OF MY TIME... BUT I'VE GOT TO KNOW WHY HE GAVE THAT GOLD TO THE KINGPIN!

WAS HE ACTING ALONE-- OR UNDER ORDERS?

HHM! ANDERSON APPEARS TO BE PLANNING A LITTLE TRIP FOR HIMSELF!

GUESS I'D BETTER GET MY SEA LEGS READY!

I KNOW HOW HE HATES TO TRAVEL ALONE!

I'D NEVER GET PAST THESE MILITARY TYPES WITHOUT MY TRUSTY OL' *SPIDER-SENSE*...

"...IT GIVES ME WARNING TINGLES WHENEVER I'M IN DANGER OF BEING SPOTTED...

"...SO THAT I CAN USE MY SPIDERLIKE SPEED TO DODGE OUT OF SIGHT!"

MINUTES LATER, AS THE TRANSPORT SHIP SPEEDS TOWARD THE MID-ATLANTIC...

I'M SURPRISED THE CAPTAIN DIDN'T WELCOME ME ABOARD.

I'D BETTER REPORT TO THE BRIDGE, AND LET HIM KNOW I'M HERE!

COME RIGHT IN, MR. ANDERSON! WE'VE BEEN EXPECTING YOU.

WHAT THE--?!

NO NEED TO SHOUT! WE HAVE FULL CONTROL OF THIS SHIP.

PLEASE HOLD STILL WHILE I SEARCH YOU. MY TRIGGER FINGER HAS A NERVOUS TWITCH.

W-WHO... ARE YOU?

WHAT HAVE WE HERE?

I AM CALLED *THE ARRANGER.*

I "ARRANGE" THINGS ON THE BEHALF OF MY EMPLOYER.

YOU'RE CRAZY IF YOU THINK YOU CAN HIJACK THIS SHIP!

THE ESCORT JETS WILL BLOW IT OUT OF THE WATER IF YOU ATTEMPT TO CHANGE ITS COURSE!

I HAVE NO INTENTION OF CHANGING COURSE.

I'M MERELY GOING TO DUMP THE GOLD EARLIER THAN EXPECTED... AT A PRE-ARRANGED SPOT... WHERE MY OWN DIVERS CAN SALVAGE IT.

THEN, I SHALL DISPOSE OF IT SLOWLY ON THE OPEN MARKET... OR RANSOM IT BACK TO THE GOVERNMENT.

THE UNITED STATES GOVERNMENT DOESN'T DEAL WITH CRIMINALS!

I'VE HEARD DIFFERENTLY.

YOU WORK FOR THE *KINGPIN*, DON'T YOU?!

LISTEN, YOUR BOSS DID US A FAVOR! HE PREVENTED THE GENERAL PUBLIC FROM LEARNING ABOUT THE GOLD...SO WE COMPENSATED HIM FOR HIS TIME AND EXPENSES*...

*SEE WEB OF SPIDER-MAN #6 --OWZ!

...BUT HE'LL NEVER GET AWAY WITH *THIS!*

MR. ANDERSON, MY CLIENT IS A BUSINESS-MAN. HE COLLECTS A SMALL PERCENTAGE OF EVERY DOLLAR WHICH PASSES THROUGH HIS CITY.

HE'S ENTITLED TO A SHARE OF THE GOLD.

YOU'RE INSANE!

IT'S BEEN PLEASANT CHATTING WITH YOU, MR. ANDERSON. HAVE A NICE DAY!

KRAK!

UGNN

MY PATIENCE PAID OFF! IT'S REAL COMFORTING TO KNOW THAT THE GOVERNMENT ISN'T IN BED WITH THE KINGPIN!

WE SHOULD REACH OUR DROP-OFF SITE IN A FEW MIN-UTES!

MAYBE YOU COULD SWING BY CONEY ISLAND, AND DROP ME OFF, TOO!

OMIGOSH!

IT'S SPIDER-MAN! *IT'S HIM!*

"HIM"?! YOU MEAN, "IT'S HE!"

YOU DID WELL ON THE RECOGNITION PART OF THE TEST...

FWOK!

...BUT I'M AFRAID YOUR BAD GRAMMAR IS GOING TO COST YOU!

SWAP!

I'VE GOT TO WARN THE OTHERS! THEY'LL KNOW HOW TO DEAL WITH THIS MASKED MENACE!

SLOW DOWN, ARRANGER! IT ISN'T SAFE TO RUN UP STAIRS LIKE THAT!

WHY THE BIG RUSH, ANYWAY?

THE SHUFFLEBOARD TOURNAMENT DOESN'T START FOR ANOTHER HOUR!

UH-OH!

HI, FELLAS! ISN'T IT GREAT HOW YOU MEET SO MANY INTERESTING PEOPLE ON THESE CRUISE SHIPS?

WHY DON'T YOU TWO GET ACQUAINTED WHILE I LEAP UP HERE?

AH! THAT OCEAN AIR IS SO INVIGORATING!

KLUNK!

NOW, THEN, WHERE DID THE ARRANGER DISAPPEAR TO?

WELL, WELL, IT LOOKS LIKE HE'S FOUND A FEW MORE FRIENDS!

HEY! WHAT'S THE WEB-SWINGER DOING HERE?!

NEVER MIND THAT NOW! JUST STOP HIM BEFORE HE RUINS EVERYTHING!

HE'S HISTORY, BOSS!

THERE APPEARS TO BE SOME KIND OF DISTURBANCE ON THE TRANS-PORT SHIP!

I'LL SWING IN CLOSER AND...

I DON'T BELIEVE IT! SPIDER-MAN IS AT-TACKING THE CREW!

SPIDER-MAN?!

HE MUST BE AFTER THE GOLD! ANDERSON REPORTED PROBLEMS WITH HIM EARLIER!

CALL OUT THE COAST GUARD AND THE BACK-UP FLOTILLA--

"--WE'VE GOT TO SECURE THAT TRANSPORT SHIP AT ALL COSTS!"

YOU RUN A REAL SWINGING PARTY SHIP, ARRANGER!

IT'S NOT EXACTLY THE *LOVE BOAT*, BUT THE ACTION NEVER STOPS!

THWAK!

I'VE WASTED ENOUGH TIME WITH THE HIRED HELP!

I'VE GOT TO STOP THE ARRANGER BEFORE HE CAN REACH THE BRIDGE, AND JETTISON THE GOLD!

PWAM!

÷PUFF÷ ÷PUFF÷ I'VE GOT TO GO ON A DIET! I'M JUST NOT BUILT FOR THIS SORT OF THING!

H-HURRY! RELEASE THE GOLD!

BUT, WE'RE NOT AT THE DROP-OFF SITE YET!

GET OUT OF MY WAY, YOU FOOL!

DON'T YOU KNOW WHAT'S HAPPENING OUTSIDE?!

WE'RE ABOUT TO LOSE EVERYTHING WE'VE WORKED FOR!

WE'VE GOT TO GET RID OF THIS GOLD BEFORE--

KRAASSH!

FORGET IT, MAN! THIS CAPER IS KAPUT!

BUT MAYBE THE AUTHORITIES WILL GO EASIER ON YOU-- IF YOU SAVE THEM THE EXPENSE OF HAVING TO DREDGE UP THAT GOLD!

LATER...

IT'S THE TRANSPORT SHIP! SHE'S LYING DEAD IN THE WATER!

PREPARE TO BOARD HER!

BE CAREFUL, MEN!

WE DON'T KNOW WHAT WE'LL BE FACING!

THOSE AREN'T OUR PEOPLE!

WHO ARE THEY?

I COULDN'T GUESS, SIR!

THESE THREADS ARE EXTREMELY STICKY, AND THEY APPEAR TO BE ÷UGN÷ UNBREAK-ABLE!

I BELIEVE THOSE ARE CALLED "*WEBS*" ...NOT "THREADS"!

YOU'LL FIND THE REST OF THE HIJACKERS WEBBED UP IN THE BRIDGE.

TAKE SPECIAL CARE OF THE ONE CALLED THE ARRANGER. I SHALL PERSONALLY DEBRIEF HIM LATER!

ANDERSON! WHAT HAPPENED HERE?!

I... I'M NOT SURE

I JUST KNOW THAT THE GOLD IS SAFE, AND OUR CREW IS IMPRISONED IN ONE OF THE FORWARD CARGO HOLDS!

WE RECEIVED A REPORT THAT *SPIDER-MAN* WAS ONBOARD!

IMPOSSIBLE!

"THERE'S NO WAY HE COULD HAVE GOTTEN ON, OR OFF THIS SHIP WITHOUT MY KNOWLEDGE!

"I WANT HIS NAME STRICKEN FROM THE OFFICIAL RECORD!"

"NOW, GENTLEMEN, IF YOU'LL EXCUSE ME, I'D LIKE TO GET UNDERWAY AS SOON AS POSSIBLE!

"THIS SHIP HAS A DATE WITH THE GREAT PUERTO RICAN TRENCH!

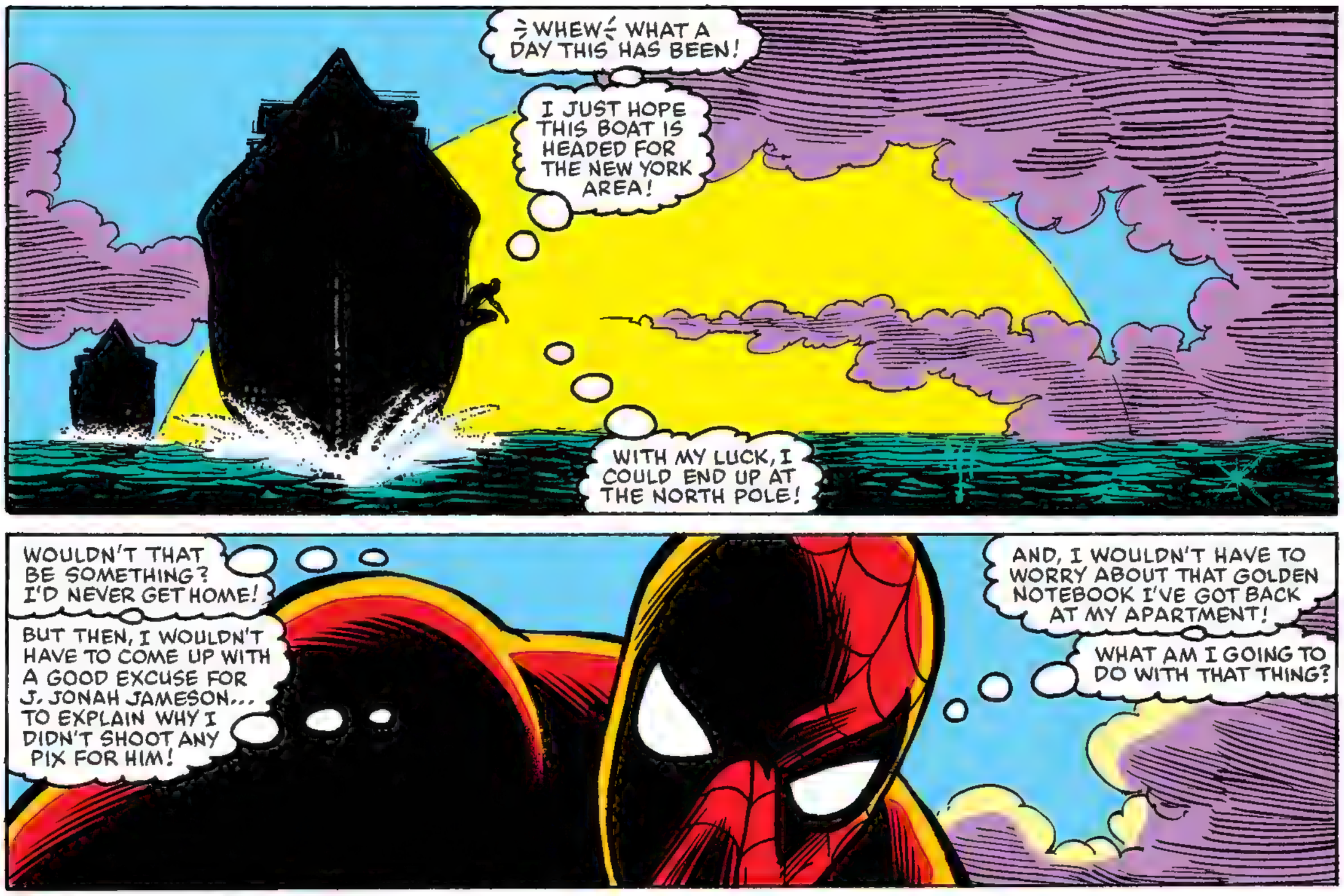
OH, *NO!* I'VE BEEN SPOTTED BY SOMEONE ON THE TRANSPORT SHIP!

IT'S ANDERSON!

HOW DO YOU LIKE THAT?

MAYBE HE ISN'T SUCH A BAD GUY AFTER ALL!

YEAH, AND MAYBE J. JONAH JAMESON IS SECRETLY THE EASTER BUNNY!


WHEW WHAT A DAY THIS HAS BEEN!
I JUST HOPE THIS BOAT IS HEADED FOR THE NEW YORK AREA!
WITH MY LUCK, I COULD END UP AT THE NORTH POLE!
WOULDN'T THAT BE SOMETHING? I'D NEVER GET HOME!
BUT THEN, I WOULDN'T HAVE TO COME UP WITH A GOOD EXCUSE FOR J. JONAH JAMESON... TO EXPLAIN WHY I DIDN'T SHOOT ANY PIX FOR HIM!
AND, I WOULDN'T HAVE TO WORRY ABOUT THAT GOLDEN NOTEBOOK I'VE GOT BACK AT MY APARTMENT!
WHAT AM I GOING TO DO WITH THAT THING?
I COULD REALLY USE THE MONEY, BUT SELLING IT SEEMS DISHONEST!
WHERE DO YOU SELL GOLD, ANYWAY?
SHEESH FOR A GUY WHO JUST SAVED THE ECONOMY OF THE WORLD, I SEEM TO BE HAVING AN AWFUL LOT OF TROUBLE MANAGING MY OWN FINANCES!
WHAT MORE CAN GO WRONG?
AT THAT PRECISE MOMENT, FROM HALFWAY ACROSS THE GALAXY, THE ANSWER TO SPIDER-MAN'S QUESTION IS SPEEDING TOWARD HIM!
IT IS AN ANSWER HE WILL LIVE TO REGRET!
FIRELORD IS COMING--
--AND THE LIFE OF THE AMAZING SPIDER-MAN WILL NEVER BE THE SAME, AGAIN!

YOU MUST NOT MISS NEXT ISSUE.

(TRUST US...)

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the AMAZING SPIDER-MAN®

AND THERE SHALL COME A FIRELORD!

STAN LEE PRESENTS...

"BURN, SPIDER, BURN!"

SPIDER-MAN

A BLAZING FIGURE CUTS DEEPLY THROUGH THE ICY VOID OF SPACE! HE IS A BEING OF ALMOST INCALCULABLE POWER, A FORMER HERALD TO THE WORLD-EATING **GALACTUS!**

HE IS **FIRELORD!**

FOR THE PAST SEVERAL MONTHS, HE HAS AIMLESSLY WANDERED THE CURRENTS OF SPACE ON AN ENDLESS QUEST FOR ADVENTURE!

BUT NOW, QUITE SUDDENLY, HE SEES **DEATH** RUSHING TOWARD HIM!

IT IS A MERE 300,000 MILES AWAY WHEN HE FIRST PERCEIVES IT! BUT, SINCE HE'S TRAVELING FAR FASTER THAN THE SPEED OF LIGHT, IT IS UPON HIM...

TOM DEFALCO
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EDITOR IN CHIEF

...INSTANTLY!

A METEOR SWARM--!

THAT LEAD METEOR IS THE SIZE OF A SMALL PLANET--AND IT IS AIMED DIRECTLY AT ME!

I COULD EASILY SWERVE TO AVOID ITS HEADLONG RUSH--BUT WHY SHOULD I ?!?

I POSSESS THE *POWER COSMIC!*

NOTHING CAN WITHSTAND THE FURY OF *FIRELORD!*

FATHOOM!

THERE! NOW THAT I HAVE TOTALLY INCINERATED THE LARGEST METEOR--

--IT WOULD BE A SIMPLE MATTER FOR ME TO OBLITERATE THE REST OF THE SWARM AS WELL!

AND YET, SUCH A MUNDANE TASK WOULD BE UNWORTHY OF ME!

I AM A WARRIOR BORN, AND MY TIME SHOULD BE DEVOTED TO FAR BETTER USE!

WAIT--! DO MY EYES DECEIVE ME?

SOMETHING ABOUT THIS QUADRANT OF SPACE SEEMS HAUNTINGLY FAMILIAR!

I AM CERTAIN I HAVE PASSED THIS WAY BEFORE!

THAT VERDANT WORLD BELOW SEEMS TO BECKON ME! SO LUSH! SO FULL OF LIFE--!

OF COURSE! I RECOGNIZE IT NOW!

IT IS THE PLANET CALLED *EARTH* BY ITS INHABITANTS!

THIS IS A WORLD FILLED WITH SENSUAL DELIGHTS AND PLEASURES UNLIKE ANY OTHERS FOUND IN THE KNOWN COSMOS!

A MOST FITTING PLACE FOR ME TO REST WHILE I CONTEMPLATE MY NEXT DESTINATION!

FOREST HILLS, QUEENS...

HAVE SOME MORE WHEATCAKES, PETER!

MARTHA! SOPHIE! PLEASE--! I'VE HAD ENOUGH.

NONSENSE! A GROWING BOY NEEDS TO EAT!

YOU DRINK TOO MUCH COFFEE, VICTOR!

GO BUTTER SOME TOAST, ROSE, AND GET OFF MY BACK.

≥HHMPP≤ I WISH THOSE TWO WOULDN'T MAKE SUCH A FUSS OVER THAT BOY. HE DOESN'T DESERVE IT! THE WAY HE TREATS HIS *AUNT MAY* IS DISGRACEFUL!

OY! SUCH CHEEKS!

KEEP IT DOWN, WILL YOU? I WANT TO CATCH THE MORNING NEWS!

YOU MEAN LAST NIGHT'S BALL SCORES, DON'T YOU, NATHAN?

EVERYONE ENJOYS SOMETHING DIFFERENT, VICTOR. YOU LIKE FIGHTING WITH YOUR WIFE, AND NATHAN HAS A THING FOR SPORTING EVENTS!

I, MYSELF, AM PARTIAL TO POETRY...

...AND WHEATCAKES!

WHY DON'T YOU SIT AND EAT, MR. CHEKOV?

I'LL GO HELP MY AUNT IN THE KITCHEN!

I LIKE THE WAY YOU THINK, LAD!

...A SPECIAL EDITORIAL ON THE SO-CALLED *MUTANT MENACE*...

TURN THAT UP, NATHAN. I'D LIKE TO HEAR IT!

MUTANTS ARE AN ENTIRELY NEW RACE, EACH MEMBER OF WHICH POSSESSES ABILITIES WHICH SEEM LIKE SCIENCE FICTION TO US NORMAL HUMANS!

THIS SOUNDS LIKE PURE HOGWASH!

MAYBE, NATHAN, BUT REPORTS LIKE THIS COULD STIR UP A LOT OF TROUBLE.

THE WORST THING IS THAT THESE... BEINGS ...MAY LOOK LIKE YOU OR ME!

THEY CAN WALK AMONG US UNSUSPECTED!*

*CHECK OUT DAZZLER THE MOVIE A MARVEL GRAPHIC NOVEL, FOR A FULL COPY OF THIS TEXT -- OWZ!

PSST! THE BALLOTS AREN'T ALL COUNTED YET, PRETTY LADY, BUT I'D SAY YOU'RE A SHOO-IN FOR THIS YEAR'S *MISS WHEATCAKES* TITLE!

GIGGLE! OH, PETER! YOU'RE SUCH A TEASE!

I'M SO HAPPY YOU STOPPED IN FOR BREAKFAST THIS MORNING!

SO AM I, AUNT MAY. I JUST WISH I COULD VISIT YOU MORE OFTEN.

I CAN IMAGINE HOW BUSY YOU MUST BE-- WORKING AS A FREE-LANCE PHOTOGRAPHER FOR A NEWSPAPER LIKE THE *DAILY BUGLE*. IT CAN'T BE AN EASY LIFE!

IT ISN'T.

THEN, MAYBE YOU SHOULD THINK ABOUT GIVING IT UP--AND GOING BACK TO GRADUATE SCHOOL!

AUNT MAY--!

I DON'T MEAN TO NAG YOU...

...BUT I KEEP REMEMBERING THE DAY YOUR UNCLE BEN GAVE YOU YOUR FIRST MICROSCOPE! YOU WERE SO EXCITED!

I STILL CAN'T UNDERSTAND WHY YOU DROPPED OUT OF YOUR GRADUATE STUDIES PROGRAM! YOU USED TO WANT A CAREER IN SCIENCE MORE THAN ANYTHING ELSE IN THE WORLD!

I STILL DO... SOMETIMES.

BUT I'M JUST NOT READY TO GO BACK TO SCHOOL! I NEED MORE TIME TO...

OW!

ARE YOU ALL RIGHT, PETER?

DID YOU BURN YOURSELF?

IT'S... NOTHING!

I DON'T KNOW WHAT TRIGGERED THAT WARNING BLAST FROM MY *SPIDER-SENSE*, BUT IT MUST HAVE PASSED DIRECTLY OVERHEAD!

HAS *THE BEYONDER* RETURNED*--

*SEE THE LAST ISSUE AND THE SECRET WARS II LIMITED SERIES FOR DETAILS --OWZ!

"--OR HAS SOME NEW *DANGER* HIT TOWN?"

TONY'S PIZZA

BY THE GREAT STARS OF SPACE--!

I REMEMBER THAT DELICACY FROM MY PREVIOUS VISIT TO THIS PLANET!

IT IS A CULINARY ACHIEVEMENT WHICH HAS BEEN MASTERED NOWHERE ELSE IN THE UNIVERSE!

JUST THINKING ABOUT IT FILLS MY PALATE WITH SAVAGE DESIRE!

TONY'S PIZZA

MOMENTS LATER...

AT LAST! THAT IS THE ESTABLISHMENT I SEEK!

TONY'S PIZZA

INNKEEPER! PREPARE YOUR FINEST FEAST!

THIS ESTABLISHMENT HAS BEEN HONORED ABOVE ALL OTHERS!

FIRELORD DEIGNS TO DINE HERE!

KEE-RASHH!

HURRY--! THE FORMER HERALD OF GALACTUS MUST NOT BE KEPT WAITING!

WE HUMANS MUST TAKE POSITIVE ACTION TO PROTECT OURSELVES-- OR IT SHALL NOT BE THE *MEEK* WHO INHERIT THE EARTH!

?!

SANDWICHES

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OHMIGOSH! THIS CREEP MUST BE ONE'A THEM *MUTIES* THEY'VE BEEN WARNING US ABOUT ON *TV!*

I ORDERED YOU TO PREPARE A FEAST FOR ME!

DO IT! NOW!!

=ULLK=

I...I DON'T WANT ANY TROUBLE, PAL! I'D LOVE TO MAKE YOU UP A PIZZA--

--BUT I'M ONLY SET UP TO SERVE THE BREAKFAST TRADE NOW! I HAVEN'T EVEN FIRED UP MY OVENS YET!

YOUR OVENS NEED FIRE?

I CAN REMEDY THAT--!

HEY! WHAT ARE YOU DOING?

MY OVEN!!

SSSSSSS

THERE! I TRUST THAT OVEN HAS BEEN SUFFICIENTLY HEATED!

NOW THEN, SHALL YOU BEGIN THE PREPARATION OF MY MEAL, OR SHALL I CONTINUE TO HEAT UP THE REST OF YOUR ESTABLISHMENT?!

YOU WANT SOME ANCHOVIES AND GREEN PEPPERS ON THAT PIZZA?!

I DON'T BELIEVE IT! THAT MUTIE WIPED OUT ONE OF TONY'S OVENS... JUST BY LOOKING AT IT!

THAT TELEVISION ANNOUNCER WAS RIGHT! THESE MUTANTS ARE REAL DANGEROUS!

I GOTTA SLIP OUT OF HERE, AND GET HELP!

THE CONSTRUCTION SITE IS JUST UP THE BLOCK!

I HOPE I CAN REACH IT BEFORE THAT MUTIE TAKES IT INTO HIS HEAD TO HURT TONY!

HEY, WILLIE! WHERE'S THE COFFEE AND DONUTS WE SENT YOU FOR?

FORGET THAT STUFF!

WE'VE GOT *TROUBLE!*

ONE OF THEM MUTANT FELLAS --A BIG FLAMING ONE-- IS BUSTING UP TONY'S PLACE!

WHAT--?!

WE CAN'T LET THEM MUTIES PUSH US HUMANS AROUND! *NO WAY!*

GRAB YOUR STUFF, MEN! WE'LL TEACH THAT MUTANT FREAK A LESSON HE'LL NEVER FORGET!

WE'LL SHOW HIM THAT WE HUMANS TAKE CARE OF OUR OWN!

MEANWHILE, NOT FAR AWAY, IN FOREST HILLS...

DO YOU REALLY HAVE TO LEAVE US, PETER?

I'M AFRAID SO, SOPHIE. I'VE GOT A LIVING TO EARN.

YOU SHOULD VISIT MORE OFTEN!

I'LL TRY.

TAKE GOOD CARE OF YOURSELF, PRETTY LADY.

I...WISH YOU'D LEARN TO CLOSE YOUR TOP BUTTON. A DELICATE BOY LIKE YOU IS VERY SUSCEPTIBLE TO THE FLU!

AUNT MAY...

I'M SORRY, PETER. IT'S JUST THAT I WORRY ABOUT YOU.

I KNOW, AND I APPRECIATE IT. I REALLY DO!

YOU'RE VERY IMPORTANT TO ME, LADY!

I'LL CALL YOU LATER ON IN THE WEEK.

PLEASE THINK ABOUT OUR CONVERSATION IN THE KITCHEN!

I WILL, *ADIOS!*

HI, NATHAN. WHERE ARE YOU HEADED?

I'M OFF FOR THE MORNING NEWSPAPER. IF YOU'D LIKE, I CAN ACCOMPANY YOU TO TO THE CORNER WHERE YOU CAN PICK UP THE EXPRESS BUS TO THE CITY.

IT'LL GIVE US A CHANCE TO TALK.

I KNOW IT'S NONE OF MY BUSINESS, PETE, BUT I DON'T LIKE THE WAY YOU'VE BEEN TREATING YOUR AUNT LATELY.

YOU'RE THE APPLE OF HER EYE, BUT YOU JUST SEEM TO BREEZE IN AND OUT OF HER LIFE WHENEVER IT'S CONVENIENT FOR YOU.

THE WOMAN DESERVES BETTER!

YOU'RE WAY OUT OF LINE, MISTER!

I REALLY CARE ABOUT MY AUNT!

ACTIONS SPEAK LOUDER THAN WORDS, SONNY, AND YOU'RE SADLY LACKING IN *THAT* DEPARTMENT!

YOU KNOW HOW MUCH SHE WANTS YOU TO GO BACK TO SCHOOL...AND YOU WON'T DO IT!

EVEN AS NATHAN WHEELS AWAY, A STRANGELY OMINOUS FIGURE WATCHES SILENTLY...

LOOKS LIKE OUR INFORMATION WAS CORRECT! IT'S *HIM!* I'D RECOGNIZE THAT MUG ANYWHERE!

WE'VE FOUND HIM AT LAST!

UNOBSERVED, THE FURTIVE STRANGER QUIETLY SLIPS AWAY, BUT HE WILL RETURN IN THE DAYS TO COME...AND PETER PARKER'S LIFE WILL NEVER BE THE SAME AGAIN!

MEANWHILE...

SWELL! ACCORDING TO THIS SCHEDULE, THE NEXT EXPRESS BUS INTO MANHATTAN ISN'T DUE FOR ANOTHER TWENTY MINUTES.

I COULD WAIT FOR IT... BUT WHY SHOULD I?

I JUST NEED A PLACE TO CHANGE...

I KNOW A MUCH FASTER WAY OF GETTING INTO THE CITY!

THIS TREE--!

IT'S PERFECT!

I'M SURE NO ONE'S WATCHING ME NOW!

MY *SPIDER-SENSE* WOULD BE BUZZING TO BEAT THE BAND IF I WERE IN ANY DANGER OF BEING OBSERVED.

NOT BAD! IT'S PRETTY LEAFY UP HERE!

I HAVE MORE THAN ENOUGH PRIVACY TO SWITCH INTO THE EVER-FAMILIAR *RED* AND *BLUE* GARB OF--

WHOOPS!

WRONG COSTUME!

SHEESH! THIS BUSINESS OF HAVING TWO DISTINCT COSTUMES ISN'T ALL IT'S CRACKED UP TO BE!

AT LEAST I HAVEN'T STARTED CONFUSING MY ACCESSORIES, YET!

IT WOULD BE REAL EMBARRASSING IF I ACCIDENTALLY WORE MY *BLACK* AND *WHITE* TOP WITH MY *RED* AND *BLUE* BOTTOM!

OH, *NO!* MY SHOE--!

...SO SHE TELLS ME IT'S A *U.F.O.!*

THWIP

?!?

A WOMAN LIKE THAT, AND SHE'S SEEING *U.F.O.S!*

CRAZY WORLD, HUH?

MINUTES LATER...

I HATE TO ADMIT IT, BUT NATHAN'S RIGHT! I HAVEN'T BEEN SPENDING ENOUGH QUALITY TIME WITH MY AUNT MAY.

I JUST HAVEN'T HAD THE TIME TO SPEND.

ONE OF THE REASONS WHY I DROPPED OUT OF COLLEGE WAS SO THAT I'D HAVE A LOT MORE TIME ON MY HANDS... BUT THAT DOESN'T SEEM TO BE WORKING OUT!

AND, I'VE GOT A FEELING THAT THINGS WILL BE GETTING WORSE...NOW THAT *THE BEYONDER* IS IN TOWN!

WHY IS HE HERE?

WHAT DOES HE WANT?*

*FOR THE ANSWERS TO THESE QUESTIONS, CHECK OUT THE **SECRET WARS II** LIMITED SERIES -- OWZ!

JUST THINKING ABOUT THAT GUY MAKES MY HEAD HURT!

HECK, I ONCE SAW HIM WIPE OUT AN ENTIRE GALAXY IN A MATTER OF SECONDS!

HEY--!

MY SPIDER-SENSE IS ACTING UP, AGAIN...LIKE IT DID IN AUNT MAY'S HOUSE!

THE DANGER SEEMS TO BE COMING FROM THAT DIRECTION!

I KNOW I'M GOING TO REGRET THIS IN THE MORNING, BUT I'VE JUST GOT TO FIND OUT WHAT'S CAUSING ME TO REACT LIKE THIS!

IS IT THE BEYONDER?

NEARBY, AT THAT EXACT MOMENT...

HURRY IT UP WITH THAT HOSE! WE AIN'T GOT ALL DAY!

JUST GIVE ME ANOTHER SECOND!

TONY'S PIZZA

THERE! WE'RE ALL SET!

EXQUISITE! YOU ARE A GRANDMASTER OF YOUR ART!

I'M GLAD YOU LIKE IT.

WILL YOU BE GOING NOW--?

FREEZE, MUTIE!

"MUTIE"?! WHAT IS THIS "MUTIE"?

HIT THE DECK, TONY--

--WE'VE GOT THAT FREAK COVERED!

≠GULKK≠

UH-OH!

MY SPIDER-SENSE JUST KICKED INTO HIGH GEAR! SOMETHING BIG'S ABOUT TO GO DOWN! BIG AND--

--BAD!

SHBOOOM!

FWIZZ

WHO IS THAT?

HE CERTAINLY DOESN'T LOOK LIKE THE BEYONDER!

LOOK--!

HE'S COMING THIS WAY!

I GOTTA TRY TO DOUSE HIS FLAME! TO BLAST HIM OUTTA THE SKY!

NOW--!

WHY DO YOU CONTINUE TO ATTACK ME, HUMAN?

ARE YOU INSANE?!

DO YOU HAVE SOME GREAT, INSATIABLE HUNGER FOR DEATH?!

PERHAPS, YOU'VE ALWAYS DREAMED OF PERISH-ING AMID THE ROAR OF FLAMES...

...SO BE IT!

LOOK ALIVE, JACKSON!

IT'S WEB-SWINGING TIME

-WHEW- TALK ABOUT TIMING! ANOTHER SECOND, AND WE WOULD HAVE BOTH BEEN CHARBOILED!

I WISH I KNEW WHAT WAS GOING ON HERE!

I'VE GOT TO GET THIS MAN TO SAFETY! THEN, I CAN TURN MY FULL ATTENTION TO...

...FLAME-BRAIN!

OH, NO!

RUN! HE'LL KILL US ALL!

YOU MISERABLE, UNTHINKING FOOLS! I CAME IN PEACE!

TO PARTAKE OF THE PLEASURES OF YOUR WORLD!

AND YOU GREETED ME WITH VIOLENCE!

YOU'LL PAY FOR THAT TREACHERY!

UGNNN

BTAK!

IT'S YOUR OWN FAULT, FLAME-FACE!

NO ONE TOLD YOU TO VACATION IN THE OFF-SEASON.

HOW DARE YOU--?!

NO ONE MAY STRIKE FIRELORD-- AND HOPE TO *LIVE!*

YEOW! HE'S NOT KIDDING!

HE'S REALLY TRYING TO FRY ME!

FW ANGG

MY SPIDER-SENSE IS KEEPING ME ONE STEP AHEAD OF HIS FLAME BLASTS, BUT I CAN'T KEEP THIS PACE UP FOREVER!

I'VE GOT TO FIND A WAY TO SEPARATE HIM FROM HIS STAFF!

YOU SEEM TO POSSESS INCREDIBLE SPEED AND AGILITY FOR A HUMAN, MY FRIEND, BUT THAT WON'T SAVE YOU!

YOU'RE ONLY DELAY-ING THE INEVITABLE!

NO SWEAT! I CAN ALWAYS USE THE EXERCISE!

BTOOM!

UNNN

GOT TO KEEP IN SHAPE IF I'M GOING TO AVOID MID-SPIDER SPREAD!

BY ALL THE STARS OF SPACE!

YOU HAVE SUCCEEDED WHERE COUNT-LESS OTHERS HAVE FAILED!

YOU'VE MANAGED TO LAY HANDS UPON MY PRECIOUS *FIRESTAFF!*

THAT WAS THE GENERAL IDEA, SHERLOCK!

HEY--! WHAT'S GOING ON?!

THE FLAMES ARE DYING!

OF COURSE, YOU FOOL! THAT FIRESTAFF IS MERERLY A CONDUIT FOR THE COSMIC FIRES WHICH RAGE WITHIN ME!

I, ALONE, AM THE POWER!

FEEL NOW THE FULL, UNFETTERED FURY OF *FIRELORD*, THE FORMER HERALD OF *GALACTUS!*

SHA-BWAMM!

DANGER BLAST AREA

BUILDINGS CONDEMNED BY ORDER OF THE NEW YORK CITY DEPARTMENT OF HOUSING

GALACTUS? DID HE SAY HE WORKED FOR GALACTUS?

GALACTUS-- WHO EATS ENTIRE PLANETS FOR BREAK-FAST?!?

NO WONDER I'M STRAINING AGAINST THIS GUY!

HE'S WAY OUT OF MY LEAGUE!

AT LAST YOU'RE BEGINNING TO ACT SENSIBLY, HUMAN!

FLEEING IS THE FIRST INTELLIGENT THING YOU'VE DONE!

BUT EVEN THAT WON'T SAVE YOU!

HONOR DEMANDS THAT YOU BE MADE TO SUFFER FOR THE MANY INDIGNITIES HEAPED UPON ME!

AND SO, YOU SHALL...

...A THOUSANDFOLD!

THERE'S GOTTA BE A WAY TO SLOW THIS CREEP DOWN!

HEY--! HE LOOKS A LITTLE WOBBLY ALL OF A SUDDEN!

I'LL BET HE USES THIS FIRESTAFF TO KEEP HIMSELF BALANCED WHENEVER HE'S FLYING!

IF THAT'S THE CASE, HIS ABILITY TO MANEUVER HAS GOT TO BE AFFECTED, TOO!

LUXURY CONDOMINIUM AVAILABLE SOON

I'VE GOT A PLAN! IT'S AWFULLY RISKY--BUT IT'S BETTER THAN NOTHING!

I'M ONLY GOING TO GET ONE CHANCE! HAVE TO TIME IT JUST RIGHT!

GOT TO PRESENT HIM WITH A TARGET HE CAN'T REFUSE!

LUXURY CONDOMIN

MUST WAIT UNTIL THE LAST POSSIBLE INSTANT, AND THEN...

...LEAP OUT OF HIS WAY!

CATHOOM!

THIS IS GETTING RIDICULOUS! NOTHING'S GOING TO STOP THAT GUY!

ALL I SEEM TO BE DOING IS HELPING HIM DEMOLISH THE CITY!

IT'S TIME I CALLED IN SOME HEAVY-HITTERS LIKE THE *FANTASTIC FOUR* OR THE *AVENGERS!*

HECK, I'D EVEN SETTLE FOR *POWER PACK* ABOUT NOW!

AT THAT MOMENT, ALMOST A FULL MILE AWAY, FIRELORD SLOWLY, HESITATINGLY REGAINS HIS FEET...

UNNN

I...AM NOT A PEACEFUL MAN BY NATURE!

MY INSTINCT IS TO FIGHT WHEN WRONGED...AND I HAVE BEEN CRUELLY USED THIS DAY!

I WILL HAVE *VENGEANCE* IF I MUST TEAR THIS ENTIRE WORLD APART!

VENGEANCE--!

BARELY A MINUTE LATER...

OH, NO! I SENSE FIRELORD ABOVE ME!

I HAVE FOUND YOU AT LAST, HUMAN!

WELL, WHOOP-DE-DO! GIVE THE MAN A CIGAR!

NOW WHAT--?! I CAN'T FIGHT HIM HERE-- WHILE THE BRIDGE IS FILLED WITH TRAFFIC!

ONLY ONE THING TO DO--!

YO, FLAME-BREATH--!

YOU WANT YOUR TOY BACK?

GO FETCH IT!

BY THE WAY, MY NAME'S SPIDER-MAN... NOT HU-MAN. GET IT RIGHT, WILLYA?

MY STAFF--!

INSTANTLY, WITHOUT A HINT OF HESITATION, FIRELORD PLUNGES INTO THE EAST RIVER...

SSSSSS

THAT LITTLE TACTIC ISN'T GOING TO DELAY HIM FOR LONG!

I JUST HOPE IT BUYS ME ENOUGH TIME TO PICK UP SOME SERIOUS HELP!

MY BEST BET IS TO HEAD FOR THE FANTASTIC FOUR!

I'M SURE THEY WON'T MIND IF I DUMP FIRELORD IN THEIR LAPS!

THEY'RE USED TO FIGHTING THESE COSMIC-MENACE TYPES!

ME-- I'M ONLY A FRIENDLY, AVERAGE, NEIGHBORHOOD KIND OF HERO!

ALL RIGHT, MAYBE I DO WEAR A NUTTY COSTUME, AND SWING BETWEEN BUILDINGS--BUT THAT DOESN'T MAKE ME FOOLHARDY!

MENACES LIKE FIRELORD BELONG IN THE HANDS OF YOUR PROFESSIONALS...

...GUYS LIKE THE *AVENGERS!*

SO, WHERE *ARE* THEY WHEN YOU REALLY NEED THEM?

WITH MY LUCK, THE ONLY ONE ON CALL AT AVENGERS MANSION IS *THE WASP*--AND SHE'S PROBABLY IN THE MIDDLE OF POLISHING HER NAILS!

=WHEW= I'LL SURE BE GLAD WHEN THIS IS OVER!

ALMOST THERE! JUST A LITTLE FARTHER, AND I'LL BE SAFE!

AW, NO--!

HOW COULD I HAVE BEEN SO STUPID--?!

FANTASTIC FOUR HEADQUARTERS IS RIGHT AROUND THIS--

IN ALL THE EXCITEMENT, I FORGOT THAT SOMEONE HAD COMPLETELY TRASHED FANTASTIC FOUR HEAD-QUARTERS A FEW WEEKS BACK!*

WHAT AM I GOING TO DO? I HAVEN'T THE SLIGHTEST IDEA HOW TO GET IN TOUCH WITH THE *FF* NOW!

*SEE FANTASTIC FOUR #278 FOR DETAILS --OWZ!

GOT TO THINK--!
I'M SURE FIRELORD'S FOUND HIS STAFF BY NOW!
HE'S PROBABLY ALREADY STARTED LOOKING FOR ME!
EEEEEE
EFFFFFF
EEEE
EVEN IF THE AVENGERS ARE HOME, HE'S BOUND TO SPOT ME LONG BEFORE I COULD REACH THEIR MANSION!
I'D NEVER MAKE IT ACROSS TOWN ALIVE!
WHAT CAN I DO?
AND, AT THAT CRUCIAL MOMENT...
MY WEBBING PACK HAS BEGUN TO EVAPORATE!
MY CLOTHES--!
HEY--! FIRELORD DOESN'T KNOW PETER PARKER!
HE'D *NEVER* RECOGNIZE ME OUT OF COSTUME!
WHY DIDN'T I THINK OF THIS BEFORE? ALL I HAVE TO DO IS SLIP INTO MY CIVVIES, AND I'LL BE SAFE!
LET SOME OTHER JERK RISK HIS LIFE AGAINST FIRELORD!
MUSTN'T FORGET MY WALLET...
IT... FELL OPEN TO THIS PICTURE... ME, AUNT MAY, AND... UNCLE BEN.
WHAT'S WRONG WITH ME? UNCLE BEN *DIED* BECAUSE I ONCE *FAILED* TO ACT!
WHAT IF FIRELORD GOES BERSERK WHEN HE CAN'T FIND ME?
WHAT IF HE HURTS SOMEONE ELSE... SOME INNOCENT PERSON ...LIKE AUNT MAY... OR UNCLE BEN?
NO!
I CAN'T LET THAT HAPPEN, AGAIN!

I CAN'T LET SOMEONE ELSE DIE BECAUSE I FAILED!

THWIPP

BECAUSE I WAS AFRAID!

I MAY NOT BE IN THE SAME WEIGHT CLASS AS THE *FF* OR THE *AVENGERS*, BUT I'M THE ONLY ONE AROUND!

AND I WON'T DUCK OUT ON MY RESPONSIBILITIES!

MY CLOTHES SHOULD BE SAFE THERE UNTIL... *IF* I RETURN!

THERE'S GOT TO BE A WAY TO BEAT FIRELORD!

I JUST HOPE I CAN FIND IT... IN TIME!

I'M GOING TO HIT THAT GUY WITH EVERYTHING I'VE GOT!

WIN OR LOSE, HE'S GOING TO KNOW THAT HE'S BEEN IN A FIGHT!

THWIPP

ONE HECK OF A FIGHT!

NEXT ISSUE

"THE HERO AND THE HOLOCAUST!"

BE HERE! 'NUFF SAID!

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the AMAZING SPIDER-MAN®

SPIDER-MAN-- STOP! YOU CAN'T BEAT FIRELORD!

WANNA BET?!

THIS IS IT! THE FINAL SHOWDOWN!

RUBBING FRENZ

SPIDER-MAN

STAN LEE *PRESENTS*

"THE HERO AND THE HOLOCAUST!"

by TOM DEFALCO WRITER · RON FRENZ PENCILER · BOB McLEOD FINISHED ART

JOE ROSEN LETTERER · BOB SHAREN COLORIST · JIM OWSLEY EDITOR · JIM SHOOTER EDITOR IN CHIEF

A BLAST OF INCREDIBLE HEAT!

A SNARL OF INHUMAN RAGE--

--AND THE ENTIRE ISLE OF MANHATTAN SEEMS TO **SHUDDER** AS THE FLAMING FIGURE OF **FIRELORD** SUDDENLY ERUPTS FROM THE GARBAGE-STREWN DEPTHS OF THE EAST RIVER!

SHEE-OOT!

THAT GUY--! HE CAME OUT OF THE RIVER... COVERED WITH FLAMES!

WHAT KIND OF *FIRE* BURNS UNDER THE WATER LIKE THAT?

I DUNNO! HE LOOKS SOMETHING LIKE THAT *HUMAN TORCH* FELLA-- BUT IT AIN'T HIM!

YOU THINK HE'S RESPONSIBLE FOR THIS FOG WHICH SPRANG UP SO SUDDENLY?

FOG?! IT FEELS MORE LIKE A BLASTED *STEAM BATH* OUT HERE!

STREAKING TOWARD THE CITY, FIRELORD PAYS NO HEED TO THE MEN BELOW--

-- AS HE PONDERS THE INFURIATING EVENTS OF THE PAST FEW HOURS!

WHILE ON AN AIMLESS TRIP ACROSS THE COSMOS, HE HAD SPIED A FAMILIAR PLANET...

...EARTH, A WORLD FILLED WITH DELIGHTS AND PLEASURES UNLIKE ANY OTHERS IN THE UNIVERSE!

BUT WHEN FIRELORD CHOSE TO PARTAKE OF THOSE DELIGHTS--

-- HE WAS ATTACKED --

-- SUDDENLY, AND WITHOUT EXPLANATION --

-- BY MEN WHO HAD MISTAKEN HIM FOR AN EARTH-BORN MUTANT, AND CLEARLY SOUGHT HIS DEATH!

FIRELORD STRUCK BACK!

HE WOULD HAVE KILLED HIS ASSAILANTS --

-- IF NOT FOR THE TIMELY INTERVENTION OF SPIDER-MAN!

AND NOW...

NOTHING LESS THAN THE DEATH OF OF THE ONE CALLED *SPIDER-MAN* CAN SATISFY MY HUNGER FOR VENGEANCE!

NOT ONLY DID HE DENY ME THE RIGHTFUL DEATHS OF THOSE WHO HAD UNJUSTLY ATTACKED ME, BUT HE HIMSELF DARED TO LAY HANDS UPON ME!

HE EVEN WENT SO FAR AS TO RIP MY PRECIOUS *FIRESTAFF* FROM MY GRASP-- AND HURL IT INTO THAT MUCK-ENCRUSTED RIVER!

SUCH AUDACITY MUST NOT GO UNPUNISHED!

I SHALL FIND HIM NO MATTER WHERE HE CHOOSES TO HIDE ON THIS MISERABLE LITTLE PLANET!

MEANWHILE, NOT FAR AWAY...

I'VE GOT TO TRY TO PUT AS MUCH DISTANCE BETWEEN ME AND FIRELORD AS POSSIBLE!

NOT THAT IT'LL DO ANY GOOD!

THIS IS A GUY WHO REGULARLY TRAVELS THROUGH SPACE!

NO CROSSTOWN COMMUTE IS GONNA FAZE HIM!

THWIPP

WHAT AM I GOING TO DO? HOW CAN I HOPE TO SURVIVE AGAINST SOMEONE LIKE HIM? HE'S SO MUCH MORE POWERFUL THAN I AM!

HE USED TO BE THE HERALD OF *GALACTUS*-- AND THAT'S HEAVY-DUTY!

IF ONLY THERE WERE SOME WAY I COULD REASON WITH HIM--!

FAT CHANCE!

HE OPERATES UNDER SOME WEIRD ALIEN CODE OF HONOR WHICH I CAN'T HOPE TO UNDERSTAND!

UH-OH! MY SPIDER-SENSE IS WARNING ME OF DANGER-- WITH A CAPITAL *D*!

FIRELORD HAS FOUND ME, AND HE'S GETTING READY TO ATTACK--!

WOOSH!

FWOOSH!

WHEW! THAT WAS A LITTLE TOO CLOSE FOR COMFORT!

BARELY MANAGED TO AVOID THAT BLAST-- EVEN THOUGH I KNEW IT WAS COMING!

SPIDER-MAN! I HAVE FOUND YOU AT LAST!

SO I NOTICED!

YOU'VE GOT A REAL UNIQUE WAY OF ANNOUNC-ING YOURSELF, FELLA--

-- BUT A SIMPLE, "HI, THERE!" WOULD HAVE BEEN SUFFICIENT!

WHAT'S GOING ON? WHAT ARE THOSE TWO MANIACS DOING UP THERE?!

I DUNNO, LADY--

--BUT IT'S A SAFE BET THEY AIN'T PLAYING KISSY-FACE!

THIS IS NUTS! FIRELORD HAS ME AT A REAL DISADVANTAGE OUT HERE!

I CAN'T KEEP DODGING HIS ATTACKS --WITHOUT ENDANGERING THE PEOPLE ON THE STREETS BELOW!

I'VE GOT TO TRY TO LURE HIM INDOORS!

HE JUST MIGHT BE MORE VULNER-ABLE IF HE HAS LESS ROOM TO MANEUVER IN!

YEAH, AND ELEPHANTS JUST MIGHT LEARN TO FLY IF THEY COULD GROW WINGS!

CONGRATULATIONS, MR. ERCOLI. YOUR NEW INSURANCE POLICY WITH *MUTUAL TRUST* COVERS YOU FOR JUST ABOUT EVERYTHING.

IT'S BEEN A PLEASURE DOING BUSINESS WITH YOU, MR. CAMERON. I HOPE YOU'VE BEEN ENJOYING YOUR STAY IN OUR FAIR CITY.

I HAVE, THOUGH I MUST CONFESS THAT NEW YORK ISN'T ANYTHING LIKE ITS REPUTATION. IT'S MUCH MORE LAID BACK THAN I--

KREEESH!

GANGWAY!

SORRY FOR THE INTERRUPTION, GENTLEMEN, BUT IT COULDN'T BE HELPED!

I'D ADVISE YOU GUYS TO HUG THE FLOOR -- *NOW!*

WHERE IS HE?!

WHERE IS THE ONE CALLED *SPIDER-MAN*?!

HE... TOOK A LEFT AT THE END OF THE HALLWAY!

FOOM!

THANK YOU, HUMAN.

YOU HAVE BEEN MOST HELPFUL!

THE PEOPLE BACK HOME WILL *NEVER* BELIEVE THIS--!

ARE YOU KIDDING? EVEN *I* DON'T BELIEVE IT!

YOU'D BETTER CHECK MY POLICY, MR. CAMERON. I'M ABOUT TO MAKE MY FIRST CLAIM.

FWIZZ

SHEESH! I WISH THESE PEOPLE WOULD STOP *GAWKING* AT US--AND HEAD FOR THE EXITS!

NICE SHOT, FLAME-BREATH! YOU ALMOST TAGGED ME THAT TIME!

YOU DESERVE AN "A" FOR EFFORT!

IT'S UNCANNY, HUMAN! YOU SEEM TO HAVE THE ABILITY TO DODGE EVERY ATTACK I HURL AT YOU!

JUST CHALK IT UP TO CLEAN LIVING, AND A GOOD DIET!

IT DOESN'T MATTER! YOU ARE ONLY FLESH AND BLOOD! YOU CAN'T KEEP THIS PACE UP FOREVER!

YOUR BODY WILL SOON BEGIN TO TIRE, AND THEN--

SSS SSS

WHAT--?!

GOOD GRIEF! THAT FOOL JUST TRIGGERED OUR AUTOMATIC SPRINKLER SYSTEM--!

WHAT A DAY I'M HAVING! *I'M DRENCHED--!* EVEN IF I DON'T GET ROASTED ALIVE, I'M BOUND TO COME DOWN WITH A SEVERE CASE OF PNEUMONIA!

AT LEAST THIS STEAM SEEMS TO BE COVERING MY RETREAT!

ELSEWHERE, AT THAT VERY MOMENT...

DAILY BUGLE

THERE'S A MAJOR NEWS STORY BEHIND THESE PHOTOS--

--AND I WANT IT!

COSTUMED VIGILANTES *ALWAYS* WEAR THE SAME SUIT! IT'S A UNION BYLAW, OR SOMETHING...

...SO WHY HAS *SPIDER-MAN* BEEN PARADING AROUND TOWN IN TWO *DIFFERENT* COSTUMES FOR THE PAST FEW WEEKS?

WHAT'S HIS ANGLE?

MISS LEEDS, IS MY *EDITOR IN CHIEF* IN HIS OFFICE?

YES, MR. JAMESON, BUT...

ROBBIE! I'VE GOT A STORY TO DISCUSS WITH YOU.

=HARRUMPH= EXCUSE ME, I DIDN'T REALIZE YOU WERE BUSY WITH SOMEONE.

THAT'S QUITE ALL RIGHT, JONAH! IT'S TIME YOU TWO MET, ANYWAY.

THIS IS MY NEW CITY EDITOR-- *MS. KATHRYN CUSHING!*

CUSHING, EH? ROBBIE SHOWED ME YOUR RESUME. VERY IMPRESSIVE!

WELCOME TO THE BUGLE!

THE PLEASURE IS MINE, MR. JAMESON.

HOWEVER, IF WE ARE TO WORK TOGETHER, I MUST ASK A PERSONAL FAVOR OF YOU...

...PLEASE REFRAIN FROM SMOKING THESE DISGUSTING THINGS IN MY PRESENCE.

THEY MAKE ME ILL.

ROBBIE! MR. JAMESON! ONE OF OUR STRINGERS JUST CALLED TO REPORT A MAJOR COMMOTION IN MID-TOWN!

SPIDER-MAN'S INVOLVED!

PERHAP'S YOU'D BETTER TAKE THE CITY DESK, KATHRYN.

MS. CUSHING...YOU MIGHT ALSO WANT TO CALL PETER PARKER, ONE OF OUR FREELANCE PHOTOGRAPHERS ...THIS KIND OF THING IS USUALLY HIS MEAT.

I'LL TAKE YOUR SUGGESTION UNDER ADVISEMENT...THOUGH I AM NOT PARTICULARLY FOND OF HIS WORK!

NOW, IF YOU GENTLEMEN WILL EXCUSE ME, I'VE GOT WORK TO DO!

DO YOU BELIEVE THAT WOMAN? RUDE! ARROGANT! OPINIONATED! I HOPE YOU KNOW WHAT YOU'RE GETTING YOURSELF INTO, ROBBIE.

OH, AND ONE MORE THING...

YES, JONAH?

HIDE YOUR PIPE!

AT THAT MOMENT, ACROSS TOWN...

SO MUCH FOR THAT IDEA! FIRELORD WAS HAVING A LOT OF TROUBLE MA-NEUVERING IN THERE-- BUT SO WAS I!

I NEED MORE SPACE TO OPERATE EFFECTIVELY!

KWASSH!

IT'S USELESS TO FLEE, SPIDER-MAN! NO MATTER WHERE YOU RUN--NO MATTER WHERE YOU HIDE-- I WILL HAVE *VENGEANCE!*

SO SWEARS FIRELORD!

WHERE ARE YOUR MANNERS? DIDN'T YOUR MOTHER EVER TELL YOU IT'S NOT POLITE TO SWEAR IN PUBLIC?!

PAN AM

GRAND CENTR TERMINAL

THERE'S GOT TO BE A WAY TO STOP HIM! IF ONLY I CAN...

HEY! THE TRAIN STATION --!

WHY DIDN'T I THINK OF THIS BEFORE?

IT'S A WILD AND CRAZY PLAN--BUT IT JUST MIGHT WORK!

Suburban Train Information

FZZAKK!

WHY DON'T YOU JUST SURRENDER, HUMAN?

SURELY, YOU MUST REALIZE THAT ESCAPE IS IMPOSSIBLE!

WHO'S TRYING TO ESCAPE?!

I FIGURED YOU'D LIKE A QUICK TOUR OF THE CITY-- BEFORE I CLOBBERED YOU!

DON'T FALL BEHIND NOW! THE NEXT SIGHT YOU'LL SEE WILL BE...

NEWSTAN

"...ONE OF THE SUBWAY PLATFORMS BUILT BENEATH THE TERMINAL!"

HEY! WHERE DO YOU THINK YOU'RE...

FWOOOSS!

...GOING?!

OH, NO! THERE'S A CROWD OF PEOPLE DOWN HERE WAITING FOR THE TRAIN!

GET DOWN, EVERYONE! HURRY--! YOUR LIVES ARE IN DANGER!

LEADING FIRELORD DOWN HERE WAS A REAL GAMBLE! I JUST HOPE IT PAYS OFF!

HERE COMES FLAME-BRAIN... RIGHT ON SCHEDULE!

THIS FARCE HAS GONE ON LONG ENOUGH!

HAS IT?

HAVE TO GOAD HIM INTO MAKING A MISTAKE! CAN'T GIVE HIM A CHANCE TO THINK CLEARLY!

THEN, MAYBE YOU'D LIKE TO TRY TO PUT AN END TO IT...IF YOU'RE MAN ENOUGH!

GO AHEAD! *TAKE YOUR SHOT!* I DARE YOU!

SILENCE! I'LL HEAR NO MORE OF YOUR IMPUDENCE!

IT'S ALL UP TO MY SPIDER-SENSE NOW! HAVE TO KEEP DODGING HIS BLASTS UNTIL...

...IT'S SHOWTIME!

I'M TIRED OF PUSSYFOOTING AROUND WITH YOU, FIRELORD! *I'M LEAVING!* LET'S SEE IF YOU'RE TOUGH ENOUGH TO STOP ME!

COVERING AN INCREDIBLE TWENTY FEET, SPIDER-MAN LEAPS INTO THE SUBWAY TUNNEL...

YOUR WAGGING TONGUE WILL PROVE TO BE YOUR UNDOING, SPIDER-MAN!

NO ONE MAY MOCK THE FORMER HERALD OF GALACTUS!

HIS EYES BLAZING WITH FURY, HIS BREAST BEATING WITH RAGE, FIRELORD STREAKS AROUND THE CORNER--

--DIRECTLY INTO THE PATH OF AN ONRUSHING TRAIN!

HE *TRICKED* ME! THERE'S NO WAY TO AVOID A COLLISION, UNLESS...

ARRGH! I DID IT--!

MANAGED TO INCREASE MY BODY TEMPERATURE IN TIME TO EASILY PIERCE THROUGH THE OUTER SHELL OF THIS PUNY EARTHLY VEHICLE!

HIT THE FLOOR! GET OUT OF HIS WAY!

THAT'S ONE DUDE WHO AIN'T KIDDING ABOUT BEING BAD!

I DON'T BELIEVE IT! HIS MOMENTUM IS CARRYING RIGHT THROUGH THE ENTIRE TRAIN!

IT'S A MIRACLE THAT SOMEONE WASN'T KILLED!

WHAT'S WRONG WITH ME? I SHOULD HAVE KNOWN BETTER THAN TO TRY A CRAZY STUNT LIKE THAT!

I'D NEVER FORGIVE MYSELF IF SOMEONE WAS ACCIDENTALLY HURT BECAUSE OF ME!

BRONX

MAYBE IT'S ALL HOPELESS! MAYBE I SHOULD JUST GIVE UP, AND...

NO! I CAN'T... I WON'T...THINK LIKE THAT!

BOUNDING ACROSS THE TRACKS, SPIDER-MAN ALIGHTS ON AN UPTOWN EXPRESS...

I'VE GOT TO LEAD HIM TO A DESERTED SECTION OF THE CITY-- WHERE I CAN MAKE MY LAST STAND WITHOUT ENDANGERING ANY INNOCENT LIVES!

THERE'S GOT TO BE A *WAY* TO BEAT HIM!

I JUST HOPE I FIND IT BEFORE HE KILLS ME!

JUST THEN, IN THE FIFTH AVENUE MANSION WHICH HOUSES THE HEADQUARTERS OF THE AVENGERS--

--FIVE OF EARTH'S MIGHTIEST HEROES ARE IN THE MIDDLE OF A HEATED DISCUSSION WITH AGENT RAYMOND SIKORSKI OF THE NATIONAL SECURITY COUNCIL!*

*SEE AVENGERS #258 FOR DETAILS --OWZ!

SUDDENLY...

BZZTT

THAT'S OUR BACK-UP EMERGENCY SIGNAL FROM THE NEW YORK POLICE DEPARTMENT!

SHRINKING TO INSECT SIZE, THE WASP SPEEDS ACROSS THE ROOM...

AND THEN...

WASP, THANK HEAVENS... WE'VE BEEN TRYING TO GET THROUGH, BUT THE REGULAR LINES ARE DOWN!

THIS IS A CODE-RED EMERGENCY... FIRELORD IS ON A RAMPAGE!

MEANWHILE...

HEY! WHY DID THE STREET SUDDENLY START SHAKING?!

HOLY--!

THAT THING... JUST BURST OUTTA THE GROUND LIKE SOME KINDA NUCLEAR WARHEAD!

I LOST SPIDER-MAN AMID THOSE CONFUSING TUNNELS.

NO MATTER! HE'LL HAVE TO EMERGE FROM THEM EVENTUALLY-- AND I SHALL BE READY!

STREAKING UPWARD, FIRELORD BEGINS SCOURING THE CITY IN EVER-WIDENING CIRCLES...

AND, BELOW...

SWELL! I WOULD HITCH A RIDE ON A TRAIN THAT SWITCHES TO AN ELEVATED TRACK!

I'M MUCH TOO VULNERABLE OUT HERE! IT'S ONLY A MATTER OF TIME BEFORE--

"--FIRELORD SPOTS ME!"

A SINGLE NOVA BLAST WOULD EASILY OBLITERATE SPIDER-MAN...AND THE REST OF THE CITY AS WELL...

...BUT THERE WOULD BE NO HONOR IN SUCH A VICTORY!

I MUST CRUSH MY FOE IN PERSONAL COMBAT!

GENERATING A RING OF SOLAR FIRE--

--FIRELORD SENDS IT SPIRALING DOWNWARD!

SO PRECISE IS HIS AIM, THAT THE FLAMES MERELY ENCIRCLE THE SPEEDING TRAIN -- BUT DO NOT TOUCH IT!

BRONX

TRAINED REFLEXES AND INSTINCT ENGAGE THE EMERGENCY BRAKES, ABRUPTLY STOPPING THE TRAIN MERE INCHES FROM DISASTER!

SCREEE-EECH!

WHAT THE--?!

THE TRACKS ARE ON *FIRE!*

WE'RE ALL GOING TO DIE!

BUT, THE FLAMES DIE OUT AS SOON AS SPIDER-MAN LEAPS FROM THE TRAIN...

FIRELORD'S JUST PLAYING WITH ME NOW!

HE KNOWS HE'S GOT ME ON THE RUN--

"--AND HE'S DETERMINED TO MAKE ME SQUIRM!"

WELL, I WON'T GIVE HIM THAT SATISFACTION! I'M GOING TO KEEP ON FIGHTING UNTIL...

HHM! WHAT HAVE WE HERE?

Caleso Bros.

HI, GUYS!

MIND TELLING ME WHICH BUILDING YOU'RE ABOUT TO BLOW?

IT'S SPIDER-MAN ...I THINK!

FUNNY, I THOUGHT HE WORE A RED COSTUME...WITH WEBS!

THAT'S THE SUCKER WE'RE TAKING OUT!

DO ME A FAVOR, WILL YOU?

COUNT TO ONE THOUSAND BEFORE YOU LET 'ER RIP...

...I'VE GOT SOME BUSINESS TO ATTEND TO IN THERE!

ARE YOU CRAZY?!

HOW WILL YOU KNOW WHEN TO GET OUT?

I'LL KNOW.

TRUST ME.

BARELY A MOMENT LATER...

FIRELORD MUST HAVE SEEN ME ENTER THIS PLACE!

IT'S ONLY A MATTER OF TIME BEFORE HE--

KBWAMM!

THAT'S THE ONE THING I LIKE ABOUT YOU, FLAMEHEAD--YOU'RE SOOOOO PREDICTABLE!

I JUST HOPE THE BOYS OUTSIDE DON'T FORGET...

"...THEIR CUE!"

WE CAN'T BLOW THAT BUILDING WITH PEOPLE IN THERE!

IT WOULD BE ...MURDER!

OUTTA MY WAY, YOU WIMPS!

SPIDER-MAN'S COUNTING ON US--AND I AIN'T GONNA LET HIM DOWN!

NO! DON'T--!

BESIDES, NOBODY'S GONNA SHED ANY TEARS OVER THOSE TWO FREAKS!

YOU HAVE SULLIED MY HONOR! MOCKED MY POWER!

YOUR VERY EXISTENCE IS AN INSULT TO ME!

÷SHEESH÷ YOU SHOULDN'T TAKE THINGS SO PERSONALLY!

GOT TO MOVE-- NOW!!

STOP! WHERE DO YOU THINK YOU'RE--

YEOW! MY SPIDER-SENSE IS BUZZ-ING SO HARD THAT MY EARS ARE RINGING!

--GOING?!

KA-FOOM!

WHEW

AT LAST, IT'S OVER... AND I SURVIVED! I MADE IT!

SO...TIRED! GOT TO CATCH MY BREATH! MUST TRY TO RELAX...

HEY! WHY DID MY SPIDER-SENSE SUDDENLY START.

OH, NO! NO--!!

AT THAT VERY MOMENT, A THUNDEROUS SHOWER OF CONCRETE AND DEBRIS IS HURLED UPWARD, AS FIRELORD SUDDENLY SHRUGS FREE OF THE DEMOLISHED BUILDING...

SPIDER-MAN!! YOU'VE FAILED!

FIRELORD STILL LIVES...STILL RAGES... STILL HUNGERS FOR YOUR DEATH!

I DON'T BELIEVE THIS GUY! HE TAKES MY BEST SHOTS--AND COMES UP SMILING!

WHAT DO I NEED AGAINST HIM-- A NUCLEAR BOMB?!

FWOKK!

OH, NO! THAT LITTLE STUNT JUST MADE HIM MADDER THAN EVER!

ENOUGH, HUMAN! YOU SHALL NOW LEARN WHAT IT MEANS TO BATTLE ONE WHO HAS SERVED MIGHTY *GALACTUS* HIMSELF!

MY POWER IS LIKE THAT OF A BLAZING SUN--

--AND I SWEAR I'LL TEACH YOU TO HAVE THE PROPER RESPECT FOR IT...AND ME!

I'M REAL GLAD I WAS STANDING ON A DESERTED BUILDING!

FIRELORD SHATTERED ITS ENTIRE FOUNDATION!

WITH ALL THE RUCKUS WE'VE BEEN CAUSING, YOU'D THINK SOMEBODY LIKE THE *FANTASTIC FOUR* OR *THE AVENGERS* WOULD COME TO INVESTIGATE!

I SURE HOPE *SOMEBODY* SHOWS UP! I COULD REALLY USE A BREATHER ABOUT NOW!

THWIPP

CAN'T KEEP THIS PACE UP MUCH LONGER! IF ONLY I COULD HIT HIM WITH SOMETHING BIG ENOUGH--!

HEEEEY! A GAS STATION!

I JUST HOPE THERE'S ENOUGH GAS IN THE STORAGE TANKS FOR WHAT I HAVE IN MIND!

CLEAR THE AREA! RUN--!

ARE YOU CRAZY, MAN? WHY SHOULD I LISTEN TO YOU?

ULP! NEVER MIND!

HURRY--!

THIS IS IT--! I'VE GOT TO PRESENT FIRELORD WITH A TARGET--

"-- THAT'S JUST TOO GOOD TO RESIST!"

I SEE THAT YOU HAVE FINALLY REALIZED THE FOLLY OF ATTEMPTING TO ESCAPE ONE SUCH AS I!

IT'S JUST AS WELL! I HAVE TOYED WITH YOU LONG ENOUGH!

A SINGLE BLAST OF MY FIRE STAFF, AND YOUR MANY AFFRONTS TO MY HONOR WILL BE AVENGED!

CAN'T MOVE UNTIL THE LAST POSSIBLE INSTANT!

OH, NO! THE STATION ATTENDANT WILL NEVER CLEAR THE BLAST AREA IN TIME!

FWOOSH!

HAVE TO GRAB HIM, AND LEAP AWAY AS FAR AS POSSIBLE! WHEN THAT FLAME HITS THE STORAGE TANKS--

SKRA-KA-BOOM!

WHAT... HAVE I DONE?!

NOBODY... NOT EVEN A FORMER HERALD OF *GALACTUS*... COULD HAVE SURVIVED THAT EXPLOSION!

IT TOTALLED OVER A SQUARE BLOCK OF ABANDONED HOUSING!

I NEVER MEANT FOR IT TO END *THIS* WAY!

I ONLY WANTED TO STOP FIRELORD... NOT *KILL* HIM!

HE'S LYING SO STILL!

IT'S ALL MY FAULT! HOW COULD I HAVE BEEN SO CARELESS? SO UNTHINKING?!

WHY IS MY SPIDER-SENSE TINGLING?

YOU ARE A GREATER FOOL THAN I EVER IMAGINED, HUMAN!

HE WAS PLAYING POSSUM!

I'M TRAPPED OUT HERE IN THE OPEN! NOWHERE TO LEAP, OR HIDE!

HAVE TO DO THE LAST THING HE EXPECTS, AND *ATTACK--!*

YOU DARE--?!

WHAT HAVE I GOT TO LOSE?

YOU'VE ALREADY BEEN TRYING TO FRENCH FRY ME ALL DAY BECAUSE OF SOME IMAGINED SLIGHT TO YOUR PRECIOUS, LITTLE, ALIEN EGO!

WROK!

FTAK!

WELL, I'VE HAD ENOUGH! *ENOUGH!*

DESPERATE, ON THE VERGE OF PANIC, SPIDER-MAN EXPLODES INTO ACTION--

FLAK!

SWAK!

BOK!

BTAK!

THTUP!

THTK

--RAINING BLOW AFTER HIGH-IMPACT BLOW ON FIRELORD!

ALL THE WHILE, HIS UNCANNY SPIDER-SENSE AND HIS INCREDIBLE REFLEXES KEEP HIM JUST BEYOND THE FORMER HERALD'S REACH!

YOU MAY BE BIGGER, AND FAR MORE POWERFUL--

--BUT THAT'S JUST NOT GOOD ENOUGH, MISTER!

THOP!

YOU'LL NEVER STOP ME...NO MATTER *HOW* STRONG YOU ARE!

FTAPT!

I'M JUST TOO STUBBORN TO KNOW WHEN TO QUIT!

I'LL KEEP ON COMING BACK... KEEP FIGHTING... UNTIL I FIND A WAY TO BEAT YOU! TO WIN!

BKAK!

I WON'T GIVE UP, YOU HEAR? I WON'T!! I WON'T!!

YOU DON'T HAVE TO GIVE UP, SON-- YOU'VE ALREADY WON!

HUH? WHO--?

CAPTAIN AMERICA... THE AVENGERS?

BOY, IT'S ABOUT TIME! WHAT KEPT YOU GUYS?

YOU DON'T KNOW WHAT I'VE BEEN THROUGH TODAY! THIS COSMIC FLAMETHROWER CHASED ME ALL THE WAY FROM QUEENS!

HE...HE USED TO BE THE HERALD OF GALACTUS! GALACTUS, FOR PETE'S SAKE! HE COULDA KILLED ME!

CONSIDERING HIS POWER, IT LOOKS LIKE YOU DID PRETTY WELL...

...FIRELORD IS OUT COLD! AND FROM WHAT I SAW OF THE END OF THIS DONNYBROOK--

--HE COULDN'T LAY A HAND ON YOU!

YEAH, WELL...

...I'M JUST LUCKY, I GUESS!

REAL LUCKY!

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THIS IS A JOB FOR . . .

Mary Wolfman
JOHN ROMITA

FUN 'N' GAMES

COOL IT, LENNY! WE GOT *COMPANY!*

SPIDER-MAN!

LET ME GUESS--YOU GUYS ARE BUYING *PARK PLACE...*

LOUISE SIMONSON SCRIPT • *MARY WILSHIRE* BREAKDOWNS • *PAT REDDING* FINISHES • *JANICE CHIANG* LETTERING • *BOB SHAREN* COLORING • *JIM OWSLEY* EDITOR • *JIM SHOOTER* EDITOR IN CHIEF

...AND THAT'S THE *MONOPOLY MONEY* YOU'RE PAYING FOR IT!

BLAM!

THWIP!

THWIP!

GET HIM!

BAD *DRAW!* GO DIRECTLY TO *JAIL*, PAL!

SCREEEEECH!

UH-UH! DO NOT PASS GO...

SCREEEECH

DO NOT COLLECT *TWO-HUNDRED* DOLLARS!

NEXT TIME YOU NEED A GET-AWAY CAR, FELLAS, BETTER MAKE IT *FOUR WHEEL DRIVE!*

HE AIN'T *HUMAN!*

I'M GETTIN' *OUTTA* HERE!

WHAT? AND HAVE ME MISS MY *TURN?*

THWIP!

THWIP!

YOU GUYS ARE A BUNCH OF SORE *LOSERS!*

MOMENTS LATER...

I HEARD THE *KINGPIN'S* MOB'S PLANNIN' SOMETHING *REALLY* BIG FOR TONIGHT!

WHY NOT PICK ON *HIM?*

THE KINGPIN'S *SAFE* FROM THIS BOZO, CHARLIE!

HADN'T YOU HEARD? HE AND *SPIDER-MAN* MADE A DEAL! AND THE KINGPIN GAVE HIM A *HAT* TO SEAL THE BARGAIN!

A *HAT*?!? WHERE DO YOU CLOWNS GET YOUR INFORMATION-- *WOMEN'S WEAR DAILY*?

THAT'LL KEEP YOU TIGHT TILL THE *COPS* ARRIVE!

♪ WHO YA ♪ GONNA CALL? *DRUG* ♪ *BUSTERS!* ♪ ♫ ♪

I'M SUPPOSED TO GRAB DINNER AT MARY JANE'S PLACE BUT SHE WON'T MIND IF I DROP BY THE *BUGLE* FIRST...

... AND DEVELOP MY FILM IN TIME FOR THE MORNING EDITION!

OUGHT TO BE SOME REAL HEROIC SHOTS OF OLE SPIDEY IN MY AUTOMATIC CAMERA AND I CAN USE THE *BUCKS!*

SEVERAL HOURS LATER, IN MARY JANE'S UPPER EAST SIDE APARTMENT...

IT'S RUINED!

COLD, BURNED AND BURNED OUT!

I WANTED TO *SURPRISE* YOU, PETE! MAKE IT UP TO YOU! I'VE BEEN SO HARD ON YOU RECENTLY...!

IF YOU WANT TO SWING AROUND TOWN, PLAY DANGEROUS GAMES WITH A BUNCH OF COSTUMED LUNATICS...

...AND USE THE FACT THAT YOU'RE SPIDER-MAN TO KEEP *REAL LIFE* AND REAL LIFE *COMMITMENTS* AT BAY, IT'S YOUR RIGHT... I GUESS!

AND COMMITMENTS ARE *MY* PROBLEM, ANYWAY, AREN'T THEY, TIGER?

I'M THE ONE WHO RAN OUT ON MY *SISTER* WHEN SHE NEEDED HELP! * JUST LIKE I RAN OUT ON *YOU!*

MONET

* AS REVEALED IN *AMAZING SPIDER-MAN #259* -- OWZ.

IT'S BEEN SWELL, HASN'T IT, TIGER? CATCHING THE BLAME WHEN IT'S *ME* WHO'S THE COWARD...

...CAUSE IT'S LOTS EASIER TO BLAME YOU FOR OUR BREAK-UP THAN BLAME *MYSELF!*

BUT DON'T YOU UNDERSTAND? I JUST CAN'T FACE WHAT MIGHT *HAPPEN* TO YOU AS *SPIDER-MAN...!*

YOU SHOULD'VE BEEN HERE *HOURS* AGO! YOU COULD BE LYING SOMEWHERE HURT! OR EVEN --

BUUZZZZZZ

I'M A LITTLE LATE, HUH?

PETE! YOU'RE ALL RIGHT, TIGER? I WAS SO WORRIED!

DINNER'S RUINED AND-- HEY, WHERE WERE YOU?

DARN IT, I WAS SCARED-- WORRIED TO DEATH ABOUT YOU!

AND ALL THE TIME YOU WERE SWINGING AROUND IN YOUR LONG JOHNS--PLAYING GOOD GUY HIDE-AND-SEEK!

USING SPIDER-MAN TO AVOID GETTING CLOSE TO ME! AND TO THINK I BLAMED MYSELF!

NEVER MIND, WE'LL EAT OUT! DINNER'S ON ME AFTER THE SHOTS I GOT TONIGHT! LOOK!

I GOT WIND OF THIS DRUG DEAL, SEE, FROM THIS GUY WHO--

MAN, M.J. IT'S GREAT TO HAVE SOMEBODY WHO KNOWS WHO I AM TO SHARE THIS WITH!

THERE I WAS HIDING IN THE SHADOWS AND--

ENOUGH!

I'VE GOT A LONG DAY TOMORROW!

I'VE GOT AN EARLY MODELING SESSION AND I'M MEETING OUR AUNTS AT THE TOP OF THE PARK FOR LUNCH!

SO GOOD-BYE, TIGER! I HOPE YOU AND SPIDER-MAN WILL BE VERY HAPPY TOGETHER!

HEY, M.J.! WHERE'S THAT BUBBLY, HAPPY-GO-LUCKY GIRL WHO--?

SLAM!

DARN! THAT'S NOT LIKE HER!

I GUESS KNOWING I'M SPIDER-MAN IS GETTING TO HER A LOT MORE THAN I THOUGHT!

ALISTAIRE SMYTHE'S LAB FACES THE AIR SHAFT OF THE KINGPIN'S MODERN SKYSCRAPER.

MORNING SUNLIGHT NEVER PENETRATES TO IT, WHICH BOTHERS SMYTHE NOT AT ALL. HE PREFERS ARTIFICIAL LIGHT...

AND IN THE YEAR SMYTHE HAS BEEN HERE, THE **LAB** HAS TAKEN ON THE DINGY SOMEWHAT ECCENTRIC CHARACTER OF THE INVENTOR HIMSELF...

EXIT

THE *KINGPIN* IS A *CHUMP!* A CHARLATAN AND A BUFFOON! NO CRIME LORD HE!

WHY *ELSE* WOULD HE SUFFER THIS IMPERTINENCE?

SPIDER-MAN IS A THORN IN HIS SIDE... OPPOSING HIM AT EVERY TURN! JUST LIKE HE OPPOSED *DADDY!*

DAILY BUGLE

DRUG DEALE... RTURED O...

...IDER-MAN'S HELP

INVA...

YET THE KINGPIN TOLERATES HIM! EVEN *ENCOURAGES* HIM! PERHAPS *HE* ALLOWS IT, BUT *SMYTHE* CAN DO SO NO LONGER!

I HAVE TAKEN GOOD ADVANTAGE OF THE KINGPIN'S FUNDS AND EQUIPMENT FOR MY *OWN* PURPOSES--

AND THESE TAPES THE KINGPIN PROVIDED HAVE BEEN MOST... USEFUL!

THERE IS NOTHING ABOUT THAT INSECT SMYTHE DOES NOT KNOW... EXCEPT FOR WHO HE *IS!*

CLICK-CLICK-CLICK--CL-CLICK

AND SOON, SMYTHE, YOU *CLEVER* DEVIL... YOU WILL KNOW EVEN THAT...

LOOK AT HIM... A COSTUMED CLOWN SPARRING WITH THOSE WINGED ABSURDITIES!

AND ALL THE WHILE, CHASING AFTER THAT RIDICULOUS PINK HAT! *

*WEB OF SPIDER-MAN #2, REMEMBER?-- OWZ.

AND WHEN SPIDER-MAN, BADLY HURT, FINALLY DEFEATED THEM...

...DID THE KINGPIN SEIZE UPON THE OPPORTUNITY TO DESTROY HIM ONCE AND FOR ALL?

OF COURSE NOT! THE FLUTTERING OF THE VULTURIONS HAD DISTURBED THE KINGPIN'S INVALID WIFE...

...AND HE RETRIEVED THE HAT AND ORDERED ME--*SMYTHE* TO CLEAN AND REPAIR IT AND HAD IT DELIVERED TO SPIDER-MAN WITH HIS THANKS!

TAP!

ABSURD! BUT A FINE STROKE OF LUCK FOR SMYTHE *THAT* WAS!

JUDGING FROM THE CARD IN THE BAND, THE HAT WAS A PRESENT FOR SPIDER-MAN'S AUNT...

...AND CLEVER, CLEVER SMYTHE INSERTED A TRACKING DEVICE INTO THE HAT BAND!

SOON...PERHAPS *TODAY*...MY INVENTION WILL BE COMPLETE... AND I SHALL USE THAT HAT TO FIND AND DESTROY SPIDER-MAN!

SMYTHE...I'D LIKE A WORD WITH YOU!

KINGPIN!

I'VE HEARD THAT YOU'VE BEEN SPREADING RUMORS...ABOUT A CERTAIN *HAT*... AND MY BEING *SOFT* ON SPIDER-MAN!

SOFT ON SPIDER-MAN? OF COURSE YOU ARE!

DRUG DEAL CAPTURE

SPIDERMAN S

THIS IS A DECLARATION OF WAR! HOW CAN YOU CONTINUE TO IGNORE IT?

WORD IS YOU TOLD YOUR... YOUR HENCHMAN YOU DIDN'T WANT SPIDER-MAN KILLED!

AND YOU REFUSED TO DESTROY HIM WHEN HE AND THE BLACK CAT ATTACKED THIS VERY BUILDING!

AND YOU GAVE HIM A HAT WHEN YOU COULD HAVE SLAIN HIM!

LAST NIGHT'S SMALL EXCHANGE WITH A COMPETITOR'S OUTFIT DISTRACTED AND SATISFIED SPIDER-MAN--AND THE AUTHORITIES...

...WHILE ANOTHER, LARGER OPERATION OF MINE TOOK PLACE ACROSS TOWN!

IT WOULD PLEASE ME TO HAVE SPIDER-MAN DISTRACTED FOR A TIME FURTHER!

YOU WERE HIRED AS AN INVENTOR, SMYTHE, BUT THE QUALITY OF YOUR WORK HAS NOT IMPRESSED ME!

MY INVESTMENT IN TIME AND MONEY HAS NOT PAYED OFF AND I HAVE DECIDED TO TERMINATE OUR ASSOCIATION!

AND AS FAR AS SMYTHE IS CONCERNED, YOU AND YOUR ORGANIZATION HAVE SERVED THEIR PURPOSE.

DID YOU HEAR THAT! HE'S LEAVING! FINALLY! YOU'VE SEEN HOW HE STARED AT US!

AND MUTTERED TO HIMSELF! AND YOU SHOULD SEE HIS CUBICLE!

THAT GUY'S NOT RIGHT IN HIS HEAD--HE GIVES ME THE CREEPS! I'M GLAD HE'S GONE!

SEVERAL HOURS LATER, AFTER A NIGHT OF FITFUL TOSSING AND TURNING, PETER PARKER IS FINALLY TANGLED IN A NIGHTMARE-RIDDEN SLEEP...

...AS A FALLING FIGURE HURTLES TOWARD HIM... FASTER... FASTER...

UNCLE BEN...

BUT HIS COSTUME GRIPS HIM IN A STRANGLE HOLD...

AND UNCLE BEN SPINS PAST, WITH GLAZED, **ACCUSING** EYES AND ANY FOOL CAN SEE HE'S DEAD ALREADY...

AND WHO ELSE CAN PETER BLAME BUT HIMSELF?

WHEN A BLONDE GIRL IS THROWN DOWN BY A LAUGHING GREEN-FACED **GOBLIN**...

...GWEN...

...AND PETER STRUGGLES...YES, AN ARM IS FREE... HE SHOOTS OUT WEBBING TO CATCH HER...AND AT ITS TOUCH GWEN CRUMBLES...

...AND HE IS LEFT ALONE...AGAIN...AND IT'S **MARY JANE** WHO NOW SPINS TOWARD HIM...

...AND HE DARES NOT TOUCH HER WITH HIS WEB FOR FEAR THAT HE'LL DESTROY HER TOO! SO HE REACHES OUT...TO **HOLD** HER...

...BUT SHE AVOIDS HIS EMBRACE... "**FUN AND GAMES**," SHE LAUGHS, "CATCH ME IF YOU CAN..."

...AND FALLS BEFORE HIM INTO THE DARK AND NOW **HE'S** FALLING TOO...

MARY JANE... NO! NO!

UNCLE BEN... GWEN...*DEAD*... BECAUSE OF ME! I COULDN'T *SAVE*--

IT WAS JUST A *DREAM*! THANK HEAVEN! MY FIGHT WITH MARY JANE MUST'VE REALLY GOTTEN TO ME!

WHAT TIME *IS* IT? AFTER *NOON*! WOW! I'D BETTER *CALL* HER!

COME ON, M.J.! ANSWER THE STUPID PHONE!

NOT HOME DARN!

WHAT'S WRONG WITH ME, ANYWAY? WHY HAS THAT DREAM GOT ME SO SPOOKED?

A SWING AROUND TOWN MIGHT HELP CLEAR MY HEAD! I'VE GOT TO *THINK*!

AND IN A WAREHOUSE IN LOWER MANHATTAN...

NO PARKI

AT LAST! *INVENTED* BY DADDY AND *MODERNIZED* BY SMYTHE! UTILIZING THE BEST EQUIPMENT THE KINGPIN'S MONEY COULD BUY!

IT IS A *MASTERPIECE!*

SPIDER-MAN MAY HAVE BEEN THE DEATH OF DADDY...

BUT THANKS TO THE KINGPIN'S MONEY AND DEAR DADDY'S *PLANS*...

...THE *SPIDER-SLAYER* STALKS AGAIN... AND I, *SMYTHE* SHALL BE THE DEATH OF *SPIDER-MAN!*

ZZZZZZZT!

DADDY RELIED ON THE *SPIDER-SENSORS* INSIDE *HIS* SPIDER-SLAYERS TO LOCATE SPIDER-MAN...

...BUT I'VE DISCARDED IT IN FAVOR OF A MORE *SOPHISTICATED* TOOL--THE GENIUS OF *ALISTAIRE SMYTHE!*

DIT...DIT...DIT...

THE *HAT!* IT'S *HERE* IN MANHATTAN! OH, SMYTHE, YOU *ARE* A LUCKY DEVIL!

WHY *WAIT?* EVERYTHING IS SET!

I'LL KIDNAP THE AUNT *NOW* AND BRING HER HERE! AND WHEN *SPIDER-MAN* COMES LOOKING FOR HER, I SHALL *DESTROY* HIM!

WHILE AT THE TOP OF THE PARK RESTAURANT...

COME ON, PETE! ANSWER THE STUPID *PHONE!*

GOOD GOING, M.J., YOU'VE DONE IT AGAIN... BLAMED PETE FOR AVOIDING COMMITMENT EVEN AS YOU SHOVED HIM OUT THE DOOR...

...ALL BECAUSE HE TRIED TO SHARE A BIT OF HIS LIFE AND YOU WERE SCARED BY *WHAT* HE WANTED TO SHARE!

A CHICKEN, THAT'S *YOU*! BAWK--BAWK--BAWK--

WELL, DID YOU GET HIM, SWEETIE?

HE'S NOT HOME, AUNT ANNA!

WHAT'S GOING ON BETWEEN YOU TWO? A LOVER'S QUARREL?

WE HAVEN'T BEEN *LOVERS* FOR A LONG TIME, MAY...

G&W

...AND NOW WE MAY NOT EVEN BE *FRIENDS!*

HERE, DEAR, HAVE SOME MORE WINE AND TELL US ALL ABOUT IT!

MEN, THEY'RE SUCH BEASTS, AREN'T THEY, ANNA? EVEN IF DEAR PETER *IS* MY NEPHEW!

WHY, MARY JANE, HONEY, I REMEMBER THE TIME IT WAS ALL OVER BETWEEN *MAY* AND PETER'S *UNCLE BEN*...

MEANWHILE...

SHE ISN'T *HOME!* AND FOR SOME REASON, THAT'S DRIVING ME BUGGY! WHERE CAN SHE *BE*...?

WHAT AM I *DOING?* ALL THIS AIMLESS SWINGING AROUND JUST *PROVES* THAT MARY JANE'S *RIGHT!* ANY *NORMAL* GUY WOULD JUST--

HEY, WAIT A *MINUTE!* I'M *NORMAL*...I JUST HAPPEN TO HAVE BEEN BITTEN BY A RADIOACTIVE *SPIDER*...

DELI BAKERY

THWIP

...AND NOW, AS AN EXTRA ADDED ATTRACTION, I'VE GOT THE PROPORTIONAL STRENGTH AND AGILITY AND SPEED OF A SPIDER!

I CAN STICK TO ANY SURFACE!

AND MY HANDY-DANDY *WEB-SHOOTERS* AIN'T BAD *EITHER*, ARE THEY, PAL?

N-NO-- THEY'RE *NOT!* THANKS!

AND ANY GIRL IN HER RIGHT MIND WOULD *LOVE* TO GO OUT WITH ME, RIGHT?

NOT IF YA DID *THIS* AT THE *RESTAURANT*, PAL!

RESTAURANT! WAIT A MINUTE! SHE SAID SHE WAS GOING OUT TO *LUNCH*... BUT *WHERE?*

THE *TOP OF THE PARK*-- THAT'S IT-- IN THE G&W BUILDING! *THANKS*, PAL!

THANKS--?!? WHY-- YOU'RE AS *NUTTY* AS JONAH JAMESON'S EDITORIALS *SAY* YOU ARE! I'M WRITING THE *BUGLE!* I'M--

MY *SPIDER-SENSE!* BUZZING LIKE *CRAZY?!*

HOLY COW! WHAT *IS* THAT THING?

UP AHEAD! THE G&W BUILDING!

AND THE TRANSMISSIONS FROM THE *HAT* ARE COMING FROM THERE--LOUD AND CLEAR...

A CLEVER PLAN, SMYTHE! A *PERFECT* PLAN! IT COULDN'T *BE* MORE PERFECT!

SOON SPIDER-MAN'S *AUNT* WILL BE IN MY CLUTCHES!

AND THEN, AS SURELY AS THE HAT HAS LED ME HERE... SPIDER-MAN WILL BE *MINE!*

DIT-DIT-DIT-DIT-DIT-DIT-DI

...SO YOU *SEE*, MARY JANE, YOUR QUARREL WITH PETER IS ACTUALLY A *GOOD SIGN!*

REALLY, DEAR! WITHIN *THREE WEEKS* OF MY BIG QUARREL WITH *BEN*, WE WERE *MARRIED!*

IN FACT, MAY, I THINK WE SHOULD GIVE SOME SERIOUS THOUGHT ABOUT WHAT TO *WEAR* TO THEIR *WEDDING...!*

YOU TWO ARE INCORRIGIBLE! WHAT AM I GOING TO *DO* WITH YOU...?

YOU CAN HELP US *DECIDE*, DEAR! NOW I'VE GOT A DRESS JUST THE COLOR OF YOUR NEW *HAT*, MAY--

PETER GAVE IT TO ME FOR MY BIRTHDAY, ANNA...

...BUT I'M *SURE* HE WOULDN'T MIND IF YOU BORROWED IT FOR SUCH A *SPECIAL* OCCASION...

WHY... I'D *LOVE* TO!

WHAT DO YOU *THINK?*

I THINK I'M *JEALOUS*, ANNA! THAT HAT LOOKS BETTER ON *YOU* THAN IT DOES ON--

G+W

CRASH!

OH MY!

SMASH!

BZZZZZZHHTTT

I'M *COMING*, AUNT ANNA! I'LL GET YOU *LOOSE*! I'LL--

TELL SPIDER-MAN I'VE GOT HIS AUNT!

EEEEEEEE

VRROOOOOM!

HE CAN FIND ME IN MY LABORATORY! TELL HIM **SMYTHE** *WILL BE* **WAITING!**

EEEEEEEE
EEEEEEEE
EEEEEEEE

MINUTES LATER...

SO WHAT HAPPENED, M'AM?

MY FRIEND *ANNA WATSON* WAS TRYING ON MY *HAT*... AND A ROBOT *SPIDER* CRASHED THROUGH THE WINDOW AND GRABBED HER...!

IT SAID, "TELL SPIDER-MAN, I'VE GOT HIS AUNT!" ANNA'S NIECE, *MARY JANE WATSON*...

THE *FASHION* MODEL, M'AM?

THAT'S RIGHT! SHE TRIED TO PULL ANNA *AWAY* AND SHE WAS CARRIED OFF *TOO*!

TELL *SPIDER-MAN* WHAT? *WHO* WOULD BE WAITING?

SPIDER-MAN! TWO HELPLESS WOMEN WERE CARRIED OFF BECAUSE OF YOU! *ANNA WATSON* ISN'T YOUR *AUNT*--! IF SHE WERE, *I'D* KNOW!

JONAH JAMESON IS *RIGHT* ABOUT YOU! IF ONLY DEAR PETER WERE HERE HE'D TELL YOU A THING OR TWO...

MY *SPIDER-SENSE*... WHAT'S SETTING IT OFF NOW?

AUNT MAY'S *HAT*?!?

A *TRACKING DEVICE* OF SOME KIND...SEWN INTO THE *HAT BAND*!

BLAST MY OWN *STUPIDITY*! I KNOW JUST WHERE IT *CAME* FROM!

MY *HAT*! HE STOLE MY *HAT*!

WHILE OVER SOHO . . .

MARY JANE! HOLD ON TIGHT! AND WHATEVER YOU DO, DON'T LOOK DOWN!

I-I WON'T, AUNT ANNA!

WHAT DID YOU THINK YOU WERE DOING, CHILD?

I-I DON'T KNOW! I SAW YOU IN THIS THING'S CLUTCHES AND I-I JUST COULDN'T LET IT TAKE YOU!

I-I ACTED WITHOUT THINKING, I--

WOOOOAH!

HOLD TIGHT, MARY JANE! YOU SHOULD HAVE JUST LET ME GO! I'M OLD! MY TIME IS UP SOON ANYWAY! BUT YOU'RE--

--GONNA DIE A LOT SOONER IF YOU DON'T HELP ME HOLD ON!

WHY DID YOU DO IT, HON, WHY? WHO DID YOU THINK YOU WERE-- SPIDER-MAN?

SPIDER-MAN?!? THIS ANNA... WAS WEARING THE HAT! AND THE GIRL CALLED HER AUNT!

CAN IT BE TRUE? CAN THAT LITTLE BEAUTY REALLY BE SPIDER-MAN?

WHAT AN INCREDIBLE DISGUISE! ALMOST WORTHY OF THE BRILLIANCE OF SMYTHE HIMSELF!

I-- I THINK! BUT WHY IS SHE NOT TRYING TO GET AWAY? WHY NOT BASH ME WITH HER SPIDER-STRENGTH? WEB ME WITH HER SPIDER-WEB?

DON'T COUNT YOUR CHICKENS, SMYTHE, AT LEAST NOT YET!

BUT YOU'D BETTER GET A MORE SECURE GRIP ON THE BOTH OF THEM... JUST IN CASE!

WHILE AT THE KINGPIN'S SKYSCRAPER...

THIS HAT WAS A FLASHING BEACON, LEADING THE *KINGPIN* TO *AUNT MAY!*

AND I *GAVE* IT TO *HER*--! IT'S A MIRACLE *SHE* WASN'T CARRIED OFF!

WHY WAS I *STUPID* ENOUGH TO ACCEPT A GIFT FROM THAT CROOK AT FACE VALUE?

BECAUSE I WAS JUST SO DARNED GLAD TO HAVE IT BACK... THAT'S *WHY!*

AND I CARRIED IT AROUND FOR DAYS AND I *DIDN'T* GET EVEN A TINGLE OF *DANGER* FROM IT! WHY...? *WHY?!?*

BECAUSE IT WASN'T *TURNED ON* YET, STUPID! OF COURSE!

RATTATATAT

NOTHING INHERENTLY DANGEROUS ABOUT AN INERT STRIP OF *CIRCUITS*, IS THERE?

I DON'T KNOW WHY YOU *PULLED A STUNT* LIKE THIS, *KINGPIN!*

WANT TO FIND OUT WHO I *AM*? *PUNISH* ME FOR BUSTING UP YOUR COZY LITTLE *DRUG RING?*

YOU'LL *FIND OUT*, ALL RIGHT! AS FOR *PUNISHMENT*-- YOU'LL GET MORE THAN YOU *BARGAINED* FOR!

YOU'VE *KIDNAPPED* SOME *INNOCENT FOLKS*, *KINGPIN!* AND I'M GONNA *FREE THEM* IF IT'S THE *LAST THING* I DO!

WHILE AT SMYTHE'S SOHO LAB...

SHE'S AN ORDINARY FEMALE, WITH NO INNATE POWERS... AT LEAST SHE'S DISPLAYED NONE SO FAR!

AND SHE CERTAINLY ISN'T *SHAPED* LIKE SPIDER-MAN!

NOW *THINK*, SMYTHE! USE THAT SUPERIOR INTELLECT! HOW IS IT POSSIBLE TO RECONCILE THE TWO PROFILES?

WHAT IS THAT MADMAN DOING *NOW*?

STILL STUDYING THAT *COMPUTER*!

AH *HA*!

SHHHHH! I WANT TO HEAR WHAT'S GOING ON!

AS I THOUGHT!

TAP TAP TAP

AN *EXOSKELETON* IN *MALE BODY SHAPE* WITH HYDRAULIC "*MUSCLES*", FINGER AND TOE *SUCTION CUPS*, MECHANICAL *WEB-SHOOTERS*! *BRILLIANT*!

YOU *ARE* SPIDER-MAN!

YOU'RE *MAD*!

AND THOUGH YOU'RE SO BEAUTIFUL, SPIDEY, AND AS MUCH AS I HATE TO *DO* IT...

...*SMYTHE* MUST DO WHAT *DADDY* COULDN'T...

I *CAN* CALL YOU "SPIDEY"? KNOWING YOUR LITTLE SECRET I CAN'T VERY WELL CALL YOU SPIDER-*MAN*, CAN I? *HEH-HEH*!

YOU'RE VERY UNDERSTANDING, I CAN SEE THAT... AND SO YOU UNDERSTAND... DON'T YOU, SPIDEY... WHY *SMYTHE* MUST *EXTERMINATE* YOU!

MEANWHILE, INSIDE THE KINGPIN'S HEADQUARTERS...

YOU'VE BEEFED UP YOUR *DEFENSES* KINGPIN, SINCE I WAS HERE *LAST*...

...BUT THAT WON'T *STOP* ME! YOU BUGGED MY *HAT!*

SENT A *ROBOT* TO KIDNAP *INNOCENT PEOPLE*...!

NO OTHER INNOCENT *DIES* BECAUSE OF ME, *KINGPIN!*

SMASH!

SHATTER!

NO ONE!

RELEASE THEM-- OR I TAKE YOUR BUILDING *APART*, BRICK BY BRICK!

WHAM!

WHAM!

AND THEN I START WITH YOU!

I ASSUME SOMEONE IS GOING TO TELL ME...

...JUST WHAT THE BLAZES IS GOING ON?

IT'S SMYTHE! HE'S KIDNAPPED THAT MODEL, *MARY JANE WATSON*--HERE'S A SHOT OF HER-- AND HER AUNT!

FROM OUR SURVEILLANCE, SMYTHE'S CONVINCED THIS GIRL IS *SPIDER-MAN!*

THEN SMYTHE IS EVEN *MADDER* THAN I THOUGHT!

BUT SPIDER-MAN *DOES* SEEM TO BE *DIVERTED!* THERE'S LITTLE CHANCE HE'LL ROAM THE CITY THIS EVENING, POKING HIS NOSE INTO MY BUSINESS!

TONIGHT'S OPERATION CAN PROCEED AS PLANNED, JOHNSON! I'LL DEAL WITH SPIDER-MAN *PERSONALLY!*

OPEN UP, YOU COWARD! THIS DOOR MAY BE REINFORCED STEEL, BUT IT'S JUST A MATTER OF TIME BEFORE I BREAK THROUGH IT!

AND WHEN I DO--

WHAM!

SHWIIIP!

SPIDER-SENSE GOING OFF! DANGER!

SPIDER-MAN! WHATEVER IS THE PROBLEM?

GIMME A BREAK, KINGPIN! WHY DO YOU THINK I LEFT THE CAMERAS? YOU KNOW THE PROBLEM! YOU ARE THE PROBLEM!

I ASSURE YOU--NONE OF MY EMPLOYEES HAD ANYTHING TO DO WITH THIS--UNFORTUNATE OCCURRENCE!

AND I SUPPOSE YOU KNOW NOTHING ABOUT THIS HAT EITHER?

PUT ME DOWN, SPIDER-MAN, AND I WILL TELL YOU WHAT I DO KNOW!

MAKE IT GOOD, KINGY!

UNTIL THIS MORNING, I EMPLOYED AN INVENTOR WHO HAD QUITE A GRUDGE AGAINST YOU...!

A MAN WHO HAD ACCESS TO THE HAT...AND WHO IS CAPABLE OF INVENTING SUCH A ROBOT!

HE LIVES IN LOWER MANHATTAN, I BELIEVE! MY PEOPLE WILL SUPPLY YOU WITH HIS ADDRESS, IF YOU ARE INTERESTED!

THE INVENTOR'S NAME, BY THE WAY, IS SMYTHE!

SMYTHE!?!

BUT SMYTHE IS DEAD--ISN'T HE?

AND BACK IN SOHO...

YOU UNDERSTAND THAT SMYTHE MUST *SLAY* YOU... BECAUSE OF WHAT HAPPENED TO *DADDY*...

...BUT *FIRST* I SHALL SHOW YOU WHAT *MY* SPIDER-SLAYER CAN *DO*...!

IT'S BETTER THAN DADDY'S, OF COURSE-- YOU FOUGHT SEVERAL OF *HIS* VARIATIONS, DIDN'T YOU?...

...SO YOU CAN MAKE YOUR *OWN* COMPARISONS...

I'M *NOT* SPIDER-MAN! THE VERY IDEA IS *MAD*! *ANYONE* CAN SEE THAT!

I LOVE *TECHNOLOGY*... DON'T YOU!

MACHINES... COMPUTERS... CIRCUITRY AND GEARS! THEY EXCITE ME ALMOST AS MUCH AS BEAUTIFUL WOMEN!

AND AS MUCH AS IT PAINS ME TO DISTRESS SOMEONE LIKE YOU... FOR YOU ARE **SO** BEAUTIFUL... *SMYTHE* MUST HAVE THE *TRUTH* FROM YOUR OWN LIPS!

I ASSUME YOUR *AUNT* MEANS A LOT TO YOU... FROM THE NOTE YOU WROTE I THINK SHE DOES...

MARY JANE-- *WHAT* NOTE?

WHO KNOWS? THE GUY'S A *FRUITCAKE*!

SAY THE WORDS, I WANT TO HEAR, SPIDEY DARLING, OR MY *LASERS* WILL SEAR THE FLESH FROM YOUR AUNT'S BONES...

DZZZ FT!

...MY *SPIDER-WHIPS* WILL FLAY HER ALIVE... AND *YOU* WILL WATCH HER DIE...

...MUCH MORE *QUICKLY* THAN POOR *DADDY* DIED, BY THE WAY!

HE REALLY SHOULD HAVE BEEN MORE *CAREFUL* WITH RADIOACTIVE COMPONENTS OF HIS SPIDER-SLAYERS, SHOULDN'T HE--?

WHOO SSSSSH!

WHY DO YOU THINK YOU CAN *FOOL* ME? THE EVIDENCE IS IRREFUTABLE!

SLASH!

TELL ME, SPIDEY DEAR--IF *YOU'RE* NOT SPIDER-MAN, THEN *WHO IS?*

WHO IS?

ALL RIGHT! *ALL RIGHT!* YOU *WIN!* I'LL TELL!

YOU'RE TOO *SMART* FOR ME! YOU'VE DISCOVERED MY *SECRET!* I-I AM *SPIDER-MAN!*

YOU *ARE--?*

I HAVE TO *DIE! I KNOW* THAT! I UNDERSTAND--REALLY! IT'S SOMETHING SMYTHE MUST DO! BUT I'VE GOT A DEAL YOU CAN'T PASS UP!

RELEASE MY *AUNT* AND I'LL SHOW YOU WHERE I'VE HIDDEN MY *EXOSKELETON!*

THAT'S THE LAST HAT I'M BUYING-- *EVER!* FIRST IT ALMOST GETS *ME* KILLED... AND NOW--

OH, WHO AM I KIDDING! IT'S NOT THE DUMB HAT! IT'S *ME* WHO PUT MARY JANE AND ANNA IN DANGER!

UNCLE BEN DIED! GWEN DIED! NOW *THEY* COULD--

NO! THINK POSITIVE, PARKER! YOU'VE FOUND OUT WHERE THEY *ARE!* NOW GET 'EM *BACK!*

MEANWHILE...

YOU GUESSED ABOUT MY *EXOSKELETON SUIT,* SMYTHE! HOW?

I EXTRAPOLATED FROM THE KNOWN DATA! EVEN *DADDY* DUPLICATED THE *GROSSER* SPIDER-UH- *PERSON* PHENOMENA...

...BUT THE SUBTLE COMPLEXITIES WOULD BE BEYOND EVEN *SMYTHE'S* GENIUS! SO HOW DID YOU--

OH... I-I *DIDN'T!* IT WAS *ALIENS!*

ALIENS? THAT EXPLAINS MUCH...

I CAN'T BELIEVE IT! HE DIDN'T BAT AN EYE AT THE "ALIENS" RIFF LET'S PUT *THIS* ONE ON THE HOOK AND SEE IF HE BITES!

IT'S WONDERFUL, SMYTHE, FINALLY MEETING SOMEONE WHO UNDERSTANDS--

SMYTHE UNDERSTANDS ONLY TOO WELL SPIDEY DEAR!

"AND THAT IS WHY YOUR AUNT REMAINS MY CAPTIVE... UNTIL YOU DELIVER THE *SUIT!*"

YOU, OF COURSE, MUST STILL *DIE!*

DARN!

SO SMYTHE-- HOW ARE YOU GOING TO RECORD YOUR VICTORY OVER ME?

RECORD...?

*SURE! YOU KNOW... MOVIES? **PICTURES?** YOU OWE IT TO POSTERITY!*

I DON'T OWN A **CAMERA!**

I KNOW WHERE YOU CAN **GET** ONE! I'LL BET YOUR **DADDY** NEVER TOOK PICTURES OF **HIS** EXPLOITS!

YOU KEEP DADDY **OUT** OF THIS!

MEANWHILE AT...

SMYTHE'S WAREHOUSE! HIS LAB'S ON THE GROUND FLOOR...

...SO **FEETS** DO YOUR **STUFF!**

CRASH!

SPIDER-MAN!

NO! STAY **BACK!** DON'T COME ANY **FURTHER!**

SMYTHE TOOK MY **NIECE!** HE'S A MADMAN! HE'S CONVINCED THAT SHE'S YOU! MY NIECE DIDN'T KNOW IT...

...BUT SMYTHE LEFT **TRAPS**...HEAT-SEEKING BOMBS...SMYTHE CALLED THEM **BUG BOMBS!**

HE SAID THEY WOULD SEEK ME OUT AND I WOULD DIE **HORRIBLY**... AND NOW **YOU'LL** DIE TOO!

AND EVEN AS SPIDER-MAN WHIRLS TO FACE THAT NEW THREAT...

YOU WERE ACTUALLY THINKING OF BUYING A CAMERA?

THAT'S IT! THE CAMERA STORE! ONLY...IT-IT'S CLOSED!

HOW LAUGHABLE! SMYTHE TAKES WHAT HE WANTS!

CA...RR...

ZZZZT

SMASH!

SOMEONE ONCE TOLD ME IF I WERE IN A DESERTED AREA IN DANGER OF BEING MUGGED...

...TO BREAK A STORE WINDOW AND THE ALARMS WOULD SUMMON THE COPS!

BRANGA-BRANGA-

BRANGA!

SO FAR, SO GOOD!

NOW GO INSIDE AND SELECT THE CAMERA! AND HURRY!

I WILL! I KNOW JUST WHAT I NEED TO DO!

WEEEOOOEEEEOOO

THE POLICE ARE COMING! YOU'RE STALLING!

Anna in war
Grand Stree
rescue her.
will get Smyt
to go to the
Daily Bugle.

NO I'M NOT! I'M JUST TRYING TO FIND THE RIGHT KIND OF FILM!

CA...

SEE? GOT IT! ENOUGH FOR LOTS OF PICTURES!

WHILE BACK AT THE LAB...

THWIP!

SNAP!

THWIP!

WEEEOOOOEEEEooo

THAT OUGHTA DO IT! AND NOW, WE'D BETTER GET YOU OUT OF HERE! IT SOUNDS LIKE THE CAVALRY HAS ARRIVED!

I'LL SAY THIS FOR YOU, YOUNG MAN! YOU'VE GOT STYLE--YOU REALLY *AREN'T* MARY JANE, *ARE* YOU?

WHAT?

NEVER MIND, IT WAS A *SILLY* QUESTION! I'VE BEEN UNDER A GREAT DEAL OF *STRAIN* IN THE LAST FEW HOURS!

AND SINCE YOU'RE *NOT* HER THEN YOU MUST *SAVE* HER, MUSTN'T YOU?

WHERE DID SMYTHE TAKE HER?

ANNA WATSON? YOUR NIECE LEFT A NOTE IN A *CAMERA* STORE ASKING US TO COME HERE!

SHE SAID TO TELL YOU ESPECIALLY! SHE'D TRY TO GET SMYTHE TO GO TO THE BUGLE BUILDING!

THANKS!

WEIRDO.

SUCH A NICE YOUNG MAN! AND SO POLITE! HOW CAN THE BUGLE PRINT SUCH TERRIBLE STORIES ABOUT HIM?

WHILE HIGH OVER CHELSEA...

PETE'S BUILDING'S DOWN THERE! HIS SKYLIGHT'S RIGHT BELOW US NOW! GOOD!

SMYTHE! STOP! WHAT A GREAT SHOT!

YOU AND YOUR SPIDER-SLAYER WITH THE EMPIRE STATE BUILDING IN THE BACKGROUND!

SORT OF A SMYTHE CONQUERS NEW YORK SHOT! ONLY... WE'D BETTER MOVE BACK A LITTLE FARTHER TO GET IT ALL IN!

FARTHER... FARTHER...

NOW STOP! YOU LOOK SO...SO MASTERFUL AGAINST THE SKYLINE, SMYTHE!

YES... I KNOW! YOU WANT ME! IT IS SAD... THAT A BEAUTIFUL WOMAN LIKE YOU SHOULD DIE...

CLIK-WRRRRRRR!

...AND YOU MUST WHEN YOUR EXOSKELETON IS MINE! HOW DID YOU SAY IT WORKS AGAIN...

WELL, THE ALIENS SAID THAT IT WORKED BY MAGNETISM AND--

PLEASE, PETE! BE HOME! COME AND HELP ME! I CAN'T TELL SMYTHE YOU'RE SPIDER-MAN, FOR SOME STUPID REASON I JUST CAN'T...

...BUT DARN IT, PETE, I'M TIRED OF THIS SILLY GAME!

CRASH!

WHAT WAS **THAT** LITTLE CHARADE ALL ABOUT? YOU TRIED TO **TRICK** SMYTHE, DIDN'T YOU?

KEEP TRYING TO TRICK **ME!** DRAW **ATTENTION** TO ME! TO GET ME CAPTURED!

A-ALL RIGHT! YOU'RE **RIGHT!** YOU'RE TOO SMART FOR ME!

SMYTHE IS INDEED! I KNEW YOU WOULD TRY SOME VICIOUS LITTLE TRICK! AND THAT IS WHY I PLAYED A TRICK ON **YOU!**

I LEFT **BUG-BOMBS** TO ATTACK YOUR AUNT AND DESTROY HER! SHE WILL HAVE BEEN **DEAD** FOR AT LEAST **TEN MINUTES!**

YOU MUST ADMIT THAT **FAIR** IS **FAIR!**

TEN MINUTES! MY MESSAGE WAS TOO LATE THEN!

I SHOULD HAVE **TOLD** HIM! SENT HIM TO PETE RIGHT AWAY... NOT TRIED TO STALL HIM... TO PLAY FOR TIME!

NOW WHERE IS MY **EXOSKELETON?**

TELL ME OR I DROP YOU HERE AND NOW!

I-I... THE **BUGLE...** IT'S AT THE **DAILY BUGLE!**

AH HA! **JAMESON** IS THE PUBLISHER THERE! HOW FITTING THAT **HE** SHOULD BE INVOLVED!

AND EVEN AS **SMYTHE** TURNS HIS SPIDER-SLAYER UPTOWN...

THE **BUGLE!** **FASTER,** BLAST IT! THIS WHOLE **DAY** HAS BEEN ONE HUGE **NIGHTMARE!**

LIKE MY **DREAM!** ONLY THIS TIME IT'S **REAL!** THIS TIME I CAN'T BE TOO LATE!

DAILY BUGL

NOW, SPIDEY DARLING, WHERE IS THE EXOSKELETON?

THERE!

CRASH!

BE THERE, PETE! *PLEASE!* COME OUT AND *KILL* THIS MANIAC!

HEY! WHAT'S GOING *ON* OUT THERE?

BET IT'S THE ROBOT THAT SMASHED UP TOP OF THE PARK!

MUST HAVE A THING ABOUT GLASS!

HEY, YOU COSTUMED NUT! WHO'S GOING TO *PAY* FOR THAT WINDOW?

YOU TRICKED ME *AGAIN*... FOR THE *LAST TIME!*

YOU *NEVER* PLANNED TO REVEAL YOUR SUIT'S WHEREABOUTS, DID YOU?

THIS WAS A *GAME* FOR YOU... LIKE *CHECKERS!* OR *HIDE AND SEEK!*

JAMESON, YOU ENCOURAGED DADDY TO BUILD HIS SPIDER-SLAYERS!

YOU SHOULD ENJOY WATCHING AS SMYTHE *DESTROYS* DEAR SPIDER-MAN!

ARE YOU *CRAZY*, YOU ROBOT-RIDING LUNATIC? THAT'S NOT--

JONAH! THAT'S PETE'S *GIRL!* HE'S GOT *MARY JANE WATSON!*

OH MY LORD! ROBBIE, YOU'D BETTER CALL THE *COPS!* FAST!

IT WAS A GAME FOR YOU-- A TRICK FROM THE BEGINNING!

LET'S SEE HOW YOU LIKE PLAYING--

--SKEET-SHOOT!

ZZZ-T

NO!

SNAP!

I CAN'T LET IT HAPPEN-- ALL OVER AGAIN!

ZZZZT!

MARY JANE!

MARY JANE! MARY JANE!

Y-YOU GOT HERE!

ARE YOU *KIDDING?* I'VE BEEN FOLLOWING YOUR TRAIL ALL OVER TOWN!

YEAH... MAYBE I'M NOT SUCH A CHICKEN AFTER ALL, EH, TIGER...

MARY JANE! ARE YOU *ALL RIGHT?*

SHE'S **NOT** SPIDER-MAN...SHE **LIED** TO ME!

YOU'RE NOT **SMYTHE!** WHO **ARE** YOU?

ZZZ

COME ON, MJ! LET'S GET YOU *OUT*--

NNNN

LET'S PLAY TWENTY QUESTIONS, SMYTHE! IF YOU DROP A SHAVER IN THE SHOWER... WHAT HAPPENS?

CRASH!

ZZZT!!

SPLASH!

WHAT CANNOT HAPPEN TO MY SPIDER-SLAYER, INSECT!

I HAVE CREATED IT SO WATER TIGHT, I COULD FLY THROUGH NIAGRA FALLS WITH IT!

SO LET'S DRAW A WILD CARD, SHALL WE?

HA! AT LEAST THE WINDSHIELD'S NOT TEFLON COATED!

LISTEN, SMYTHE! YOU LOVED YOUR FATHER BUT THAT'S NO REASON...

WHSSSSSSS

LOVED DADDY...?

HE LEFT MOMMY AND ME ALONE--FOR YOU! OH, AT FIRST HE'D VISIT SOMETIMES... AND WHEN HE DID... ALL HE COULD TALK ABOUT WAS YOU!

HE DIDN'T EVEN SEE ME!

NO MATTER THAT I WAS AS MUCH A GENIUS AS HE!

NO MATTER WHAT I SAID... OR DID...OR BUILT... YOU WERE ALL HE CARED ABOUT!

HIS PRIDE! HIS JOY! KILLING THAT BOUNCING BABY BOY!

AND HE FAILED! HE FAILED AT EVERYTHING!

WHEREAS SMYTHE WILL SUCCEED!

SMYTHE... SMYTHE... ALWAYS SMYTHE! WHAT ABOUT ME?

SNAP!

YOU, SPIDER-MAN?

YOU WILL DIE!

DON'T COUNT ON IT, BUBBY!

GAZ

ZZTTTT!

ZZTTTT!

ZZTTTT!

I HOPE YOU HAVE AN ELECTRIFYING EXPERIENCE!

COME ON, GENIUS! KILL ME IF YOU CAN!

ZZTTT!

I'VE PLANNED FOR THAT TRICK, SPIDER-MAN! I CAN TAKE UP TO A THOUSAND VOLTS AND LIVE!

ZZTTT!

ZZTTT!

972

WHAT ABOUT YOU, PAL?

DDZZZ

SMYTHE! SMYTHE!

WHAT HAVE I DONE? WHAT DID I MAKE HIM DO?

SPIDER-MAN! AMTRAK SECURITY! GET BACK!

THE GUY'S ALIVE IN THERE! WE CAN SEE HIM MOVING!

THAT THING--WHATEVER IT IS--MUST BE INSULATED AS HECK!

AN ACCIDENT LIKE THIS'LL SHUT DOWN N.Y.-WASHINGTON SERVICE FOR A WHILE! STRAND LOTS OF PASSENGERS IN NEWARK!

HEARD IT ON THE NEWS! KIDNAPPED A COUPLE OF INNOCENT WOMEN, DIDN'T HE?

I NEVER BELIEVE THAT STUFF THE BUGLE PRINTS ABOUT YOU ANYWAY, SPIDEY!

BUT DON'T WORRY, THEY CAN TAKE THE PATH TRAINS IN! THAT THE ROBOT THAT SMASHED UP THE TOP OF THE PARK TODAY?

A WHILE BACK, YOU NABBED SOME PUNKS THAT WERE MUGGING MY SISTER! THE CITY COULD USE A FEW MORE LIKE YOU!

YOU DON'T NEED ME HERE, THEN?

NAH! IT WAS SELF DEFENSE! YOU GOT TONS OF WITNESSES!

GREAT! THERE'S SOMEBODY I'M REAL WORRIED ABOUT!

AND BACK AT THE BUGLE...

DAILY BUGLE

HEY, PETE! SLOW DOWN!

WHAT ABOUT MARY JANE?

SHE'S OKAY! SPIDER-MAN SAVED HER!

HE EVEN SAVED MY AUNT ANNA!

THANKS, PETE!

MARY JANE... DON'T!

IF IT WASN'T FOR *ME*, YOU WOULDN'T HAVE BEEN IN TROUBLE IN THE FIRST PLACE!

I'D BEEN SORT OF HOPING WE'D GET BACK TOGETHER! *NOW* I SEE WHAT A ROTTEN IDEA THAT WAS!

I AM A MENACE...JUST NOT THE KIND JONAH SAYS I AM! I'M A DANGER TO ANYONE CLOSE TO ME! I'D ALMOST FORGOTTEN--

--BUT SMYTHE AND YOU... HE REALLY BROUGHT IT ALL BACK *REAL CLEAR!*

HEY, MARY JANE!

MAYBE YOU PICKED THE WRONG LINE OF WORK!

LOOK WHAT YOU HAD IN YOUR CAMERA--*FRONT PAGE MATERIAL!*

IT WASN'T *HARD*, ROBBIE! I JUST GUESS YOU HAD TO *BE* THERE!

THE NEXT EVENING...

I DON'T **CARE** WHAT JONAH JAMESON'S EDITORIALS SAY, MAY PARKER!

SPIDER-MAN **RESCUED** ME AND HE ACTED LIKE A PERFECT GENTLEMAN! WHY, HE'S NO MORE A MENACE THAN... THAN PETE HERE!

DAILY BUGLE

BEAUTY FOILS BEAST

KINGPIN DENIES INVOLVEMENT IN ILLEGAL DRUG SHIPMENT FLOODS CITY!

HOW CAN YOU WORK AT A PAPER THAT RUNS THOSE ANTI-SPIDER-MAN EDITORIALS, PETER? **I** THINK...

I DON'T KNOW, AUNT ANNA! IT'S GOOD MONEY! THE PICTURE **I** TOOK PAID FOR A CAMERA, BROKEN WINDOWS, OUR DINNER **HERE**, AND I HAVE ENOUGH LEFT OVER TO TAKE PETE TO THE MOVIES!

YOU **TWO** RUN ON ALONG! YOU'LL BE LATE...! ANNA AND I WILL JUST FINISH OUR COFFEE...

...AND OUR DISCUSSION! NOW, ANNA! THAT SPIDER-MAN MAY HAVE DONE A GOOD DEED **THIS** TIME...

...BUT A LEOPARD DOESN'T CHANGE HIS SPOTS AND JONAH JAMESON ALWAYS SAID...

YA KNOW, PETE! BEING SPIDEY ISN'T **ALL** FUN AND GAMES, IS IT?

Sign of the Dove

IT GETS **LONELY** SOMETIMES, FIGHTING IT OUT UP THERE ALL **ALONE!** EXCEPT YOU'RE THE ONLY ONE WHO'S THERE TO **DO** IT!

I'M **GLAD** NOW THAT I KNOW YOU'RE SPIDER-MAN... AND THAT YOU **KNOW** I KNOW!

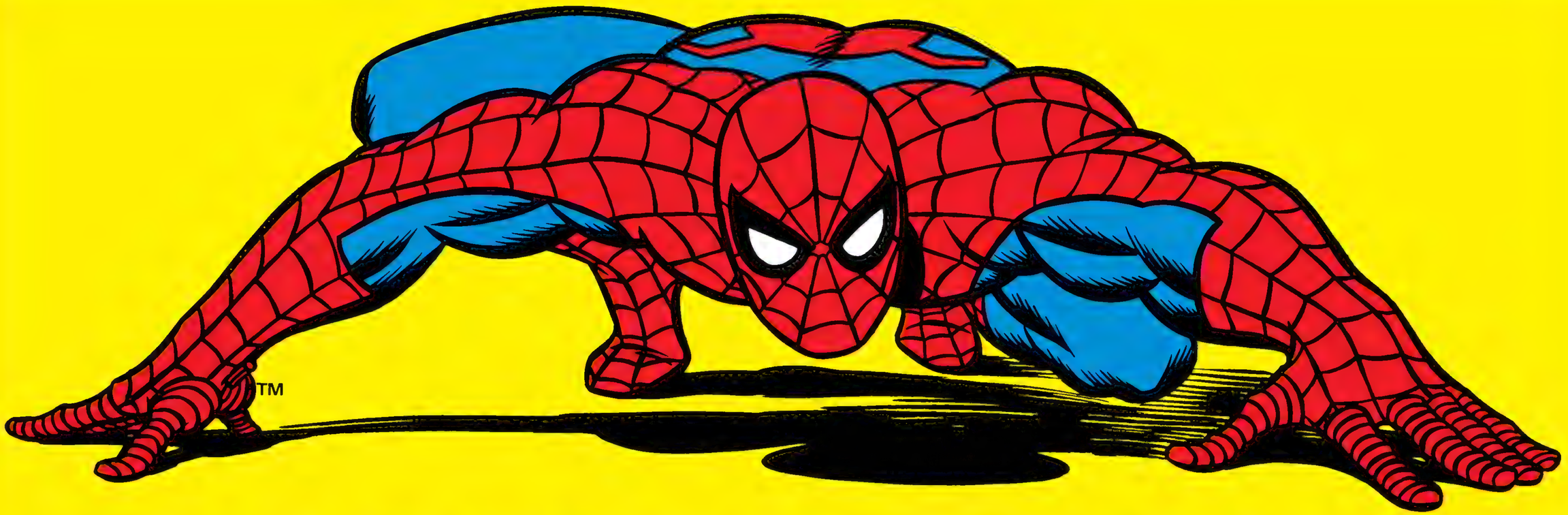
TEAMC

BUT THAT **STILL** DOESN'T MEAN I HAVE TO **LIKE** IT!

END.

Spider-Man came crawling into comic shops everywhere with this 1985 retail promo poster (34" x 22") illustrated by John Romita.

FOLLOWING SPREAD: John Byrne created interconnecting covers for the two-part story presented in *Web of Spider-Man* #6 and *The Amazing Spider-Man* #268.



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WEB OF SPIDER-MAN™

SECRET WARS II

CONTINUES IN THIS ISSUE!

THE GOOD NEWS IS THE BEYONDER HAS TURNED THIS SKYSCRAPER INTO SOLID GOLD.

THE BAD NEWS IS THERE ARE STILL PEOPLE TRAPPED INSIDE. DON'T MISS:

"GOLD RUSH!"

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the AMAZING SPIDER-MAN®

SECRET WARS II

CONTINUES IN THIS ISSUE!

THE GOOD NEWS IS THE BEYONDER HAS TURNED THIS SKYSCRAPER INTO SOLID GOLD.

THE BAD NEWS IS THE KINGPIN WANTS HIS CUT. DON'T MISS:

"THIS GOLD IS MINE!"

Marvel Age #24 (March 1985) goes behind the scenes on the launch of *Web of Spider-Man* and Peter Parker's confrontation with the alien costume.

THE NEW WEB OF SPIDER-MAN™

by **Dwight Jon Zimmerman**

It began as the brainchild of Marvel Editor-in-Chief **Jim Shooter** and has quickly become the most talked about new series since **SECRET WARS** — weeks before the first issue hits the stands! What sort of comic could spark such a Bullpen-burying torrent of letters? Only the debut of a new comic book series that combines the efforts of some of Marvel's most exciting talents with one of its most famous super heroes! The result is a whole new world of stunning monthly adventures about everyone's favorite wall-crawler in **WEB OF SPIDER-MAN**!

As if that weren't enough of a blockbuster, the first issue kicks off with the story that Spidophiles everywhere have been demanding to read — the final confrontation between **Spidey** and his new costume! **Louise Simonson**, who has already gained an enthusiastic following with her scripting on **POWER PACK** and **STARRIORS**, continues for the first three issues of **WEB**, the chronicling of **Spider-Man** that she began in **TEAM-UP**. Then, with the fourth issue, **Danny Fingeroth**, the long-time **Spider-Man** editor himself, takes over the writing helm! In addition, penciler **Greg LaRocque** carries over to the new series the pulse-quickening visuals that were his hallmark on **TEAM-UP**. Riding herd over all is the new **Spider-Man** editor, **Jim Owsley**, who confesses that he feels like he's in the ultimate catbird seat.

"I feel honored and nervous," **Jim** said. "**Spider-Man** is *the* character around here, so to be the new guy on the editorial block, and to be entrusted with this line of titles is very flattering. At the same time, it's an awesome responsibility. I hope I don't fall on my face and make everybody laugh at me."

There is little chance of that, for there are many exciting plans in the works, not just for **WEB**, but for all the **Spider-Man** comics! The final battle between **Spidey** and his costume promises to be only the first in a long line of events and surprises in **WEB OF SPIDER-MAN** alone. "I'm introducing some new villains," **Louise** said. "They are called **the Vulturions**. They're some people who have managed to steal and duplicate **the Vulture's** costume. And they wind up giving **Spidey** a lot of problems!" **Louise** also mentioned that her stories begin to explore **J. Jonah Jameson's** activities, now that he's turned the operations of the Daily Bugle over to **Robbie Robertson**. "It starts out as a secret project," **Louise** said. "**JJJ** is mad at **Robbie** because he refuses to continue **Jonah's** anti-**Spidey** campaign in the Bugle. So **JJJ** starts work on reviving **NOW** magazine as a slick format to continue his attacks on **Spider-Man**.

It is with the fourth issue that things will really take off. But what happens then must remain a mystery because as regular **WEB** scripter **Danny Fingeroth** said, "The story is a mystery, so I can't tell too much for fear of spoiling the suspense. But I will say that **Doc Ock** returns. And he is the pawn of this mystery villain who will be making **Spidey's** life very miserable."

The concept of transforming **MARVEL TEAM-UP** into **WEB OF SPIDER-MAN** began months ago when Editor-in-Chief **Jim Shooter** explained his new idea to then-**Spider-Man**-editor **Danny Fingeroth**. "I was resistant to it at first," **Danny** said. "I was worried about how we could keep a distinct identity for the new title." But the more he got involved with the project, the more possibilities he saw, and the more excited he became. So much so, in fact, that when **Danny** left his editing position to again become a freelance writer, everyone agreed that he should take over regular scripting chores on **WEB** after **Louise's** stint was over.

In the overall plan of keeping the **Spider-Man** comics different from each other, **WEB** will primarily focus on **Peter's** professional life. "Obviously, all the people in all the **Spider-Man** comics will be used to varying degrees in each title," **Jim Owsley** said. "But **WEB** will tend to concentrate on **Peter's** association with **J. Jonah Jameson's** revived magazine, **NOW**. **Peter** will also be taking some photography lessons. He has to, because **JJJ** wants him to become a world-class photographer in keeping with this up-scale slick magazine. And as a result of his work on the magazine, **Peter** will be traveling more. We are thinking of taking **Spider-Man** to London. Marvel UK, the British publisher of Marvel Comics, is dying to have **Spidey** in London. They produce their own original stories about **Spidey**. But all those British stories are set in New York. By us publishing stories of **Spider-Man** in London, Marvel UK can then do their own adventures of **Spider-Man** in the

FOLLOWING SPREAD: *Marvel Age Annual* #1 (1985) cover
by Kerry Gammill & Tom Morgan

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Spider-Man has serious wardrobe problems in **WEB OF SPIDER-MAN** #1!

UK. For the same reason our French publishers would like to see **Spidey** in Paris. So with **Peter** becoming the world-class photographer that we hope happens, all this — and adventures in other exotic locations, too — will be possible."

The task of ensuring that the identities and continuities of **AMAZING SPIDER-MAN**, **PETER PARKER, THE SPECTACULAR SPIDER-MAN** and **WEB OF SPIDER-MAN** stay distinct and consistent might appear formidable. But **Jim** had a quick response to that concern. "**Danny Fingeroth**, my predecessor, created an excellent way of solving this potential problem," **Jim** said. "It's the **Spider Writers' Conference**. It's a regular once-a-month meeting where the editor and all the **Spider-Man** writers get together for lunch and discuss their plans. Mostly we eat. But once we're done eating, and have eaten everything in sight, we start tossing out ideas and informing each other about what we're doing. It's a great system."

It was during one of these conferences that the details of the first issue of **WEB** were worked out. Everyone agreed that the first issue of **WEB** should have the final battle between **Spidey** and his new suit. But as **Danny** who was the then **Spider-Man** editor then recalled, *how* it would be done was another matter.

"It turned into a big controversy," **Danny** said, "because **Al Milgrom**, the writer of **PETER PARKER**, **Tom DeFalco**, the writer of **AMAZING**, **Louise** from **TEAM-UP** and I all had different ideas on how it should be done."

It quickly emerged that their real difficulty lay not in how the confrontation between **Spidey** and his costume should happen, but in selecting which one of all the great ideas that were being tossed out during the conference should be used. Fortunately, the choice was made, and **Louise** had the springboards she needed to complete the landmark first issue of **WEB OF SPIDER-MAN**.

When asked about her writing stint on **Spider-Man**, **Louise** said enthusiastically, "It was a lot of fun! **Spider-Man** was the first character I read who made me understand what super heroes are all about. And I think that **Spider-Man** is so special that it is virtually impossible to write him badly!"

Danny added, "Everyone in this industry, I've noticed, gets passionately involved with whatever project he's working on. And I'm the same way. When I became the editor of the **Spider-Man** comics, I found myself quickly becoming obsessed with **Spider-Man**. Quite often, when I was reading a newspaper story about some crisis, I'd catch myself wondering, 'Gee, how would **Spider-Man** have handled this?' Not too long ago I was sitting in a park, working on a **WEB** plot. And things were really cooking! I was writing a fight scene between **Spidey** and these truck hi-jackers in a dark warehouse — and I was really getting into the fight! I couldn't wait for **Greg LaRocque** to draw it! As you can guess, I'm really happy to be writing **WEB**, and I'm also happy that **Greg** is the artist. He did great stuff on **TEAM-UP** and he's really thrown himself into **WEB** and produced art that really shines!"

"The teams on all the **Spider-Man** comics are all fantastic," **Jim Owsley** said. "They all work well together. And they all understand each others' needs. One of the reasons for that is that all three writers of the **Spider-Man** comics used to be editors of the **Spider-Man** titles as well! And here I am, the new editor, trying to tell them what to do! But there are no problems with anyone. We all live in the New York City area, so phone calls and face-to-face communication are real easy. This is really important because **Spider-Man's** world has to remain consistent. And communication between all the people writing his adventures ensures that happening."

Along with the advent of **WEB OF SPIDER-MAN**, another important change has been made. The schedule of the **Spider-Man** comics was restructured so that now a new **Spider-Man** comic comes out every week beginning in **December**! So hang out your Christmas stockings over the fireplace early because if you've been good, you just might find in that stocking a Christmas copy of **WEB OF SPIDER-MAN** #1!

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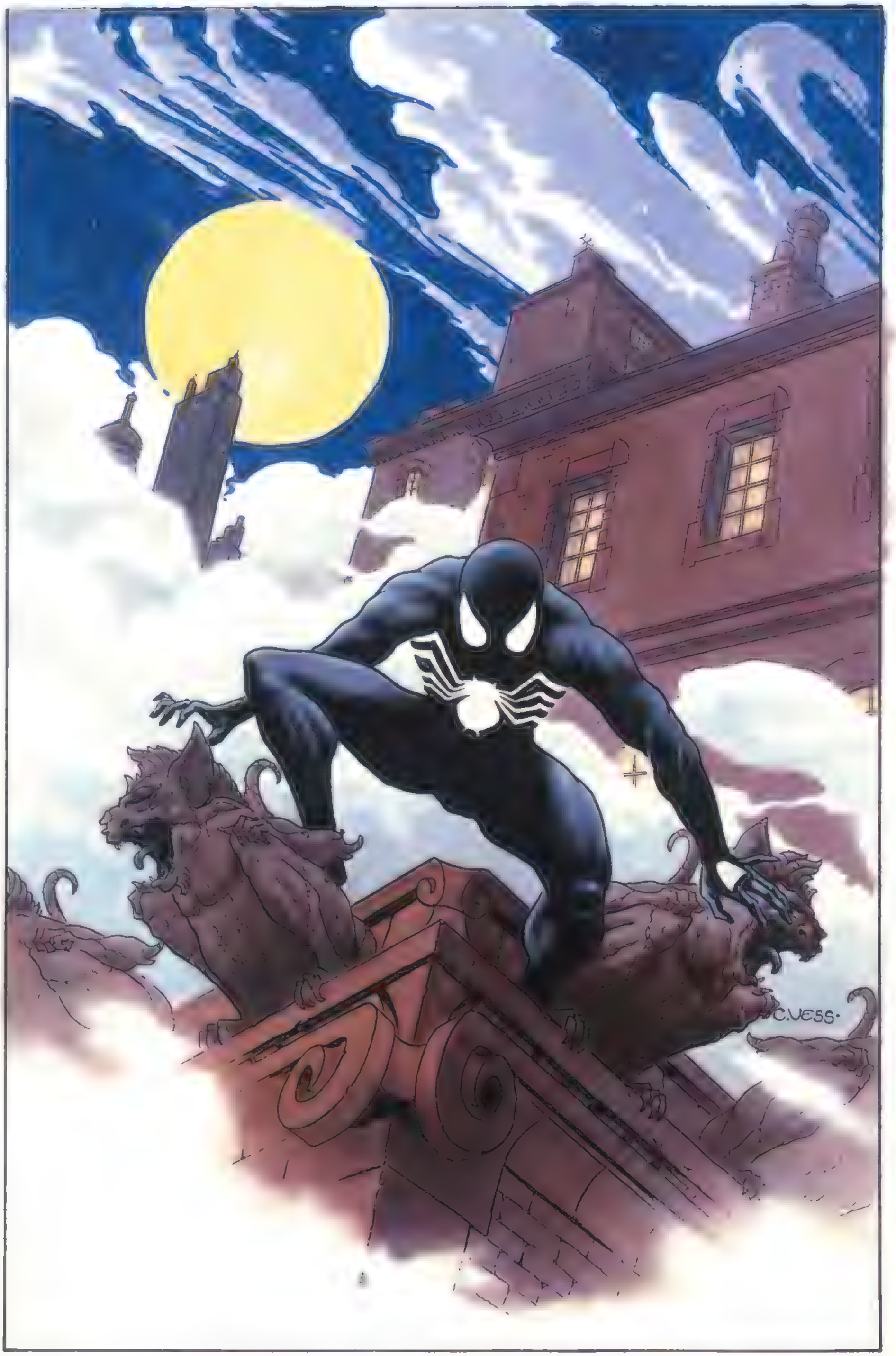
Marvel Age Annual #1 (1985) promoted Marvel's upcoming storylines via a "telephone" story where each title's creative team contributed a page.

MEANWHILE...
YOU'RE GOOD, SPIDER-MAN! MY MEN ARE TRAINED PROFESSIONALS-- AND THEY CAN'T LAY A HAND ON YOU!
THEY'RE TRYING THEIR BEST, LADY! IT'S NOT THEIR FAULT THAT IT'S PRACTICALLY IMPOSSIBLE TO HIT SOMEONE WITH THE PROPORTIONATE SPEED, STRENGTH AND AGILITY OF A SPIDER!
MY ORGANIZATION COULD REALLY USE A MAN LIKE YOU!
I PAY VERY WELL!
THWIPP!
FORGET IT, LADY! I'M NOT FOR HIRE!
BESIDES, I DON'T LIKE THE WAY YOU DO BUSINESS!
WAS SILVER SABLE SERIOUS ABOUT THAT JOB?
I COULD REALLY USE THE MONEY!
BUT IT WOULD BE WRONG TO WORK FOR A BOUNTY HUNTER LIKE SILVER SABLE WOULDN'T IT?!
HEY! WHAT'S GOING ON DOWN THERE?
IT'S PUMA-- AND HE'S FIGHTING A FEW MEMBERS OF THAT NEW CULT WHICH WAS FORMED BY THE BEYONDER!!
WHAT SHOULD I DO? I DON'T TRUST THE BEYONDER OR HIS CULT... BUT PUMA TRIED TO KILL ME THE LAST TIME WE MET!
RRRIINNGGG!
I WONDER WHY THAT PHONE IS RINGING?
MAY AS WELL ANSWER IT!
HELLO, SPIDER-MAN? WHAT'S NEW--?
PRAY
WHO IS THIS? HOW'D YOU KNOW WHERE TO FIND ME?
I JUST WANT TO KNOW WHAT'S GOING TO BE HAPPEN =SKWAK=
MY SPIDER-SENSE--WARNING ME OF DANGER!
KWAM
BARELY LEAPED AWAY IN TIME! SOMEONE'S OUT TO GET ME... BUT WHO?
OH, NO! NOT YOU--!

THE AMAZING SPIDER-MAN by TOM DEFALCO — SCRIPT * RON FRENZ — PENCILS * JOE RUBINSTEIN — INKS

Web of Spider-Man #1 cover original art
by Charles Vess



WEB OF SPIDER-MAN #1 APRIL 65¢ DAVE SHIP

Web of Spider-Man #1, page 5 original art
by Greg LaRocque & Jim Mooney

WEB OF SPIDER-MAN #1 7 · · LaRocque/Mooney 6

HEY! WHAT KEPT YOU GUYS?

IT'S A NICE DAY! WE WENT FOR A WALK!

SO SUE US! IT'S GREAT BEING ABLE TO GO WHERE WE WANT AFTER THE MONTHS WE SPENT IN THE SLAMMER!

ALL YOU DID WAS WALK, HUH? BREATHE IN THE FALL AIR? LISTEN, TURKEYS! I'VE BEEN AROUND! AND SO HAS SPIDER-MAN!

WHY DON'T YOU JUST SEND HIM AN ENGRAVED INVITATION ASKING HIM TO ESCORT YOU BACK TO JAIL!

S-SEE? I S-SAID HE'D BE MAD!

SHUT UP, PIGEON!

SO SPIDER-MAN NABBED ME AN' SUGAR FACE FOR MUGGIN'! AND PIGEON HERE FOR PICKIN' SOMEBODY'S POCKET! BIG DEAL!

BEIN' SO ALMIGHTY SMART, MISTER FANCY ENGINEER, DIDN'T STOP HIM FROM CATCHIN' YOU PUSHIN' HEROIN!

NO! BUT IT DID PUT ME IN A POSITION TO MAKE FRIENDS WITH THE VULTURE!

AND WORKING IN THE MACHINE SHOP LIKE I DID MADE IT REAL EASY TO SMUGGLE SUPPLIES TO HIM...

...AND TALK TO HIM... LOTS!

Y-YEAH! THAT OLD DUDE WAS SO LONELY HE'D TALK TO ANYBODY!

PARTICULARLY SOMEONE WHO ADMIRED HIS ENGINEERING GENIUS!

AND WHO HAD THE BRAINS TO USE THE INFORMATION HE'D GIVEN ME...ONCE WE WERE OUT!

Courtesy HeritageAuctions.com

Web of Spider-Man #1, page 14 original art
by Greg LaRocque & Jim Mooney

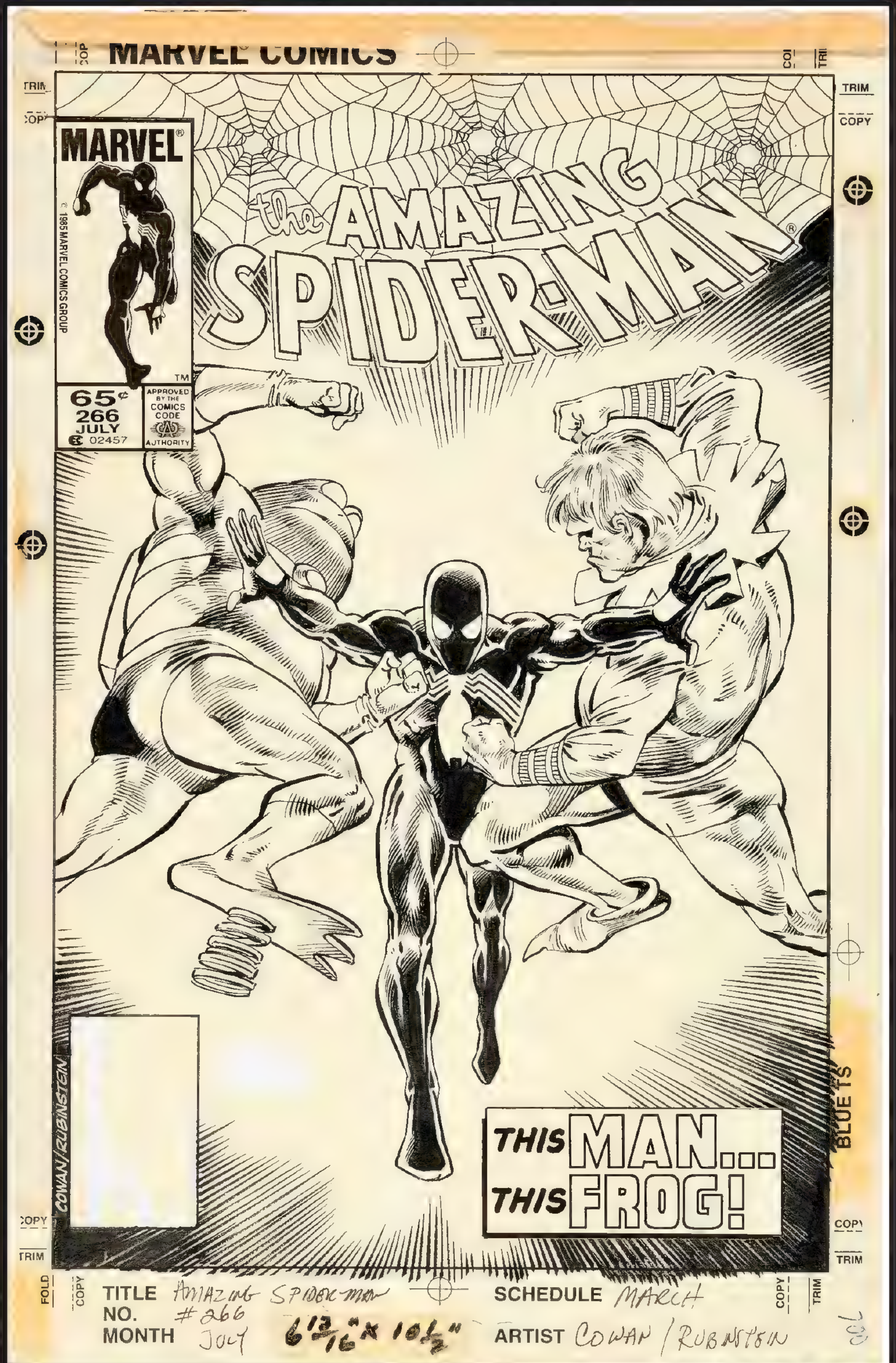
WEB OF SPIDER-MAN #1 18
M-MAN, SOMETHIN' ABOUT THESE SUITS MAKES US S-STRONG...
...BUT I AIN'T NEVER THOUGHT O-ONE OF US COULD BEAT S-SPIDER-MAN SINGLE-HANDED!
IT'S NOT JUST US, PIGEON! IT'S HIS COSTUME! LOOK AT IT! IT'S GOT HIM HOG-TIED!
YEAH, HONCHO, I NOTICED THAT!
LONG AS HE'S IN A STRAIGHT JACKET, WANT ME TO TAKE HIM HIGH AS I CAN AND DROP HIM?
HEY! HELPPP!
DON'T LIKE THAT, DO YOU? IF I'M DEAD, WHO'LL BE YOUR PUPPET, RIGHT?
HONCHO! HELP! THE COSTUME! IT'S COMIN' AFTER ME!
WINGS AND A COMMAND OF THE OBVIOUS? A WINNING COMBO! WHO ARE YOU BOZOS?
AND HOW LONG HAVE I BEEN OUT?
BONGG! BONGG!
CHURCH TOWER'S RINGING VESPERS! WHAT TIME DOES THAT MAKE IT? FIVE? SIX?
GOT TO GET LOOSE! NOW!
BONGG! BONGG!
SHOOT, DARN YOU!
RATS! YOU DON'T WANT ME DEAD, BUT YOU WON'T HELP ME GET AWAY, EITHER, WILL YOU, ALIEN?
ALIEN?

Courtesy HeritageAuctions.com

The Amazing Spider-Man #265 cover original art
by Ron Frenz & Josef Rubinstein

Courtesy HeritageAuctions.com

The Amazing Spider-Man #266 cover original art
by Denys Cowan & Josef Rubinstein



Courtesy HeritageAuctions.com

The Amazing Spider-Man #269, page 22 original art
by Ron Frenz & Josef Rubinstein

ASM 269. 30

I MAY NOT BE IN THE SAME WEIGHT CLASS AS THE FF OR THE AVENGERS, BUT I'M THE ONLY ONE AROUND!
AND I WON'T DUCK OUT ON MY RESPONSIBILITIES!

NEXT ISSUE

"THE HERO AND THE HOLOCAUST!"

BE HERE! 'NUFF SAID!

BEST WISHES RON FRENZ

Courtesy HeritageAuctions.com

The Official Marvel Index to The Amazing Spider-Man launched in April 1985 with a cover by John Byrne and indexed Spidey's creators and adventures through *ASM* #214.

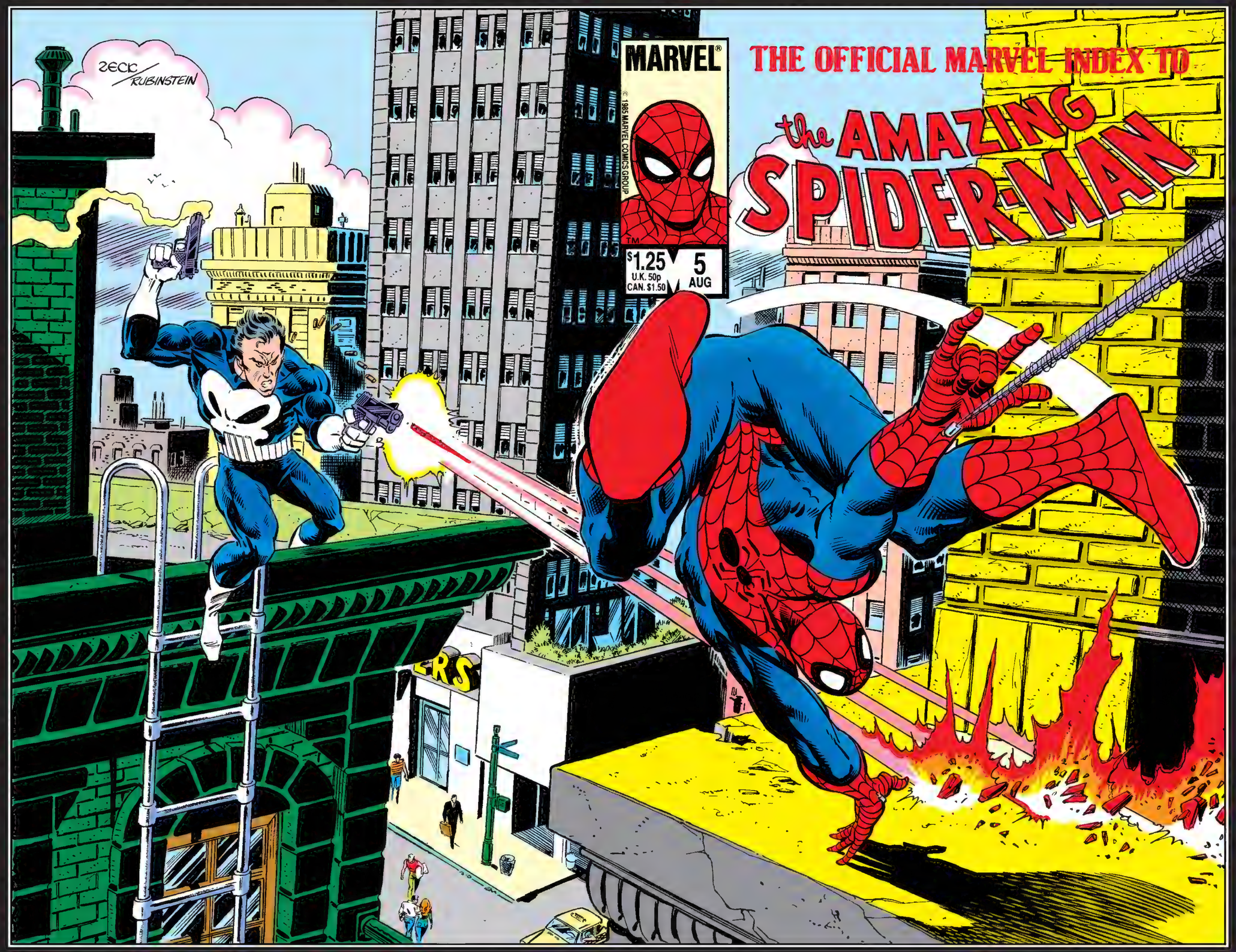
The Official Marvel Index to The Amazing Spider-Man #2 (May 1985) cover
by John Romita

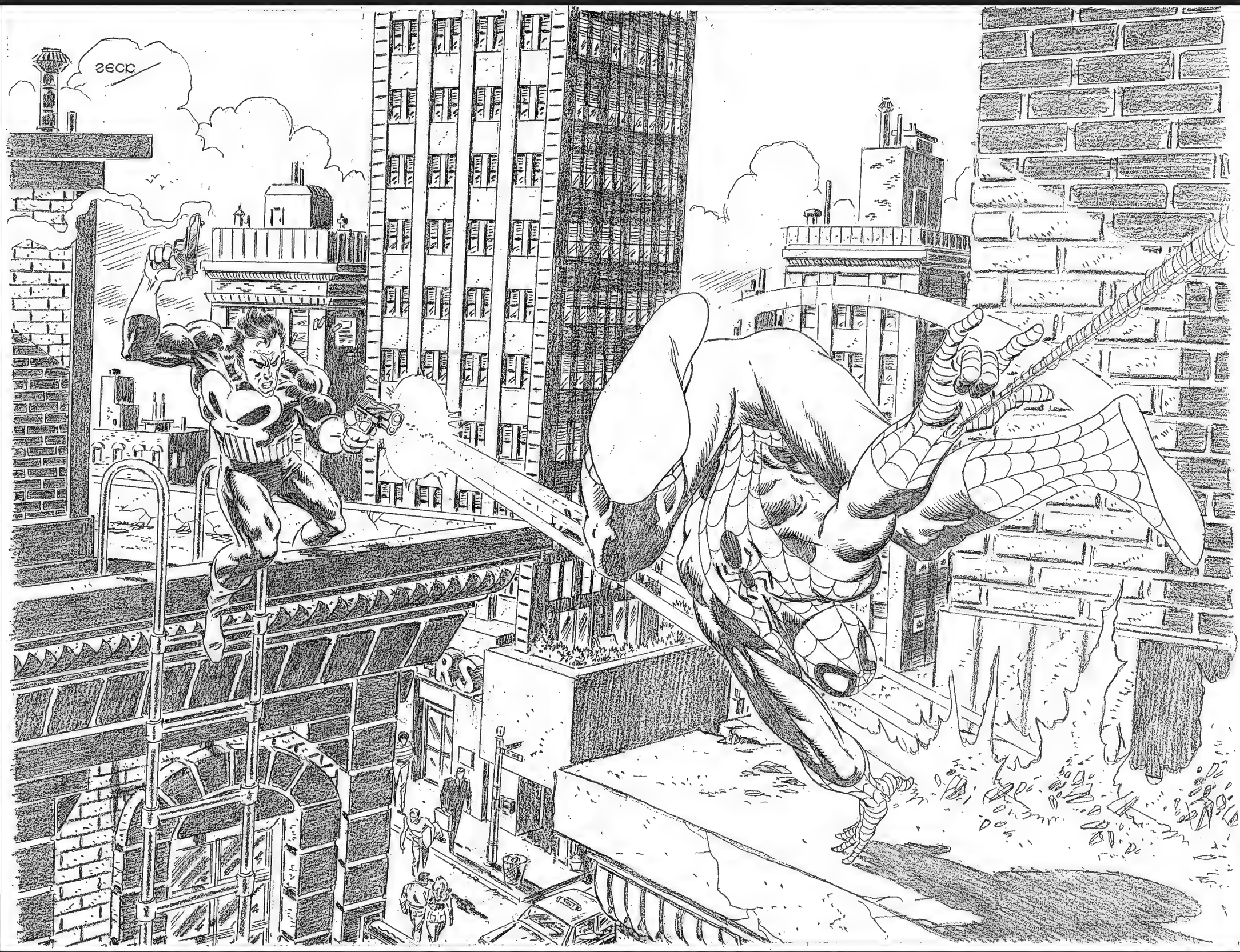
The Official Marvel Index to The Amazing Spider-Man #3 (June 1985) cover
by Paul Neary

The Official Marvel Index to The Amazing Spider-Man #4 (July 1985) cover
by Ron Frenz & John Romita

The Official Marvel Index to The Amazing Spider-Man #5 (August 1985) cover by Mike Zeck & Josef Rubinstein

FOLLOWING SPREAD: *The Official Marvel Index to The Amazing Spider-Man* #5 (August 1985) pencil art by Mike Zeck





Courtesy Charles Costas

The Official Marvel Index to The Amazing Spider-Man #6 (September 1985) cover
by Bob Layton

The Official Marvel Index to The Amazing Spider-Man #7 (October 1985) cover
by Ron Wilson & Brett Breeding

The Official Marvel Index to The Amazing Spider-Man #8 (November 1985) cover
by Keith Pollard

The Official Marvel Index to The Amazing Spider-Man #9 (December 1985) cover
by Kerry Gammill & Josef Rubinstein

Marvel Fanfare #22 (September 1985) Spider-Man pinup
by Ken Steacy

From April–November 1985 *Marvel Tales* finished sequential reprints of *The Amazing Spider-Man*'s Lee/Ditko era and continued into John Romita's tenure.

Reprinting *The Amazing Spider-Man* #35-38

COLLECTOR'S ITEM CLASSIC

MARVEL

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ANOTHER MARVEL FIRST! SPIDEY and The GREEN GOBLIN... BOTH UNMASKED!

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"SPIDEY SAVES THE DAY!"

THE END OF THE GREEN GOBLIN!

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"THE HORNS OF THE RHINO!"

COLLECTOR'S ITEM CLASSIC

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SPIDEY FACES THE MIGHTY AVENGERS!

THE INCREDIBLE HULK!

'NUFF SAID!

Reprinting *The Amazing Spider-Man* #39-41 & *Annual* #3

Marvel Tales #276 (August 1993) cover
by Ron Lim & Al Milgrom

Reprinting *The Amazing Spider-Man* #263

Marvel Tales #277 (September 1993) cover
by Ron Lim & Keith Williams

Reprinting *The Amazing Spider-Man* #265

Marvel Tales #278 (October 1993) cover
by Ron Lim & Keith Williams

Reprinting *The Amazing Spider-Man* #268

Marvel Tales #279 (November 1993) cover
by Ron Lim & Bud LaRosa

Reprinting *The Amazing Spider-Man* #269

Marvel Tales #280 (December 1993) cover
by Ron Lim & Sam de la Rosa

Reprinting *The Amazing Spider-Man* #270

BIOGRAPHIES

TOM DEFALCO

Writer/editor Tom DeFalco broke into the comic book industry in 1972 at Archie Comics. After serving in a staff position where he inaugurated the highly successful line of Archie digests, he would later begin writing for the Archie line. By the late '70s, he also had a stint on *Superman Family* and stories in *Marvel Two-In-One* and *Avengers*. He joined with iconic Marvel artist Steve Ditko on *Machine Man* in 1980 and launched Marvel's first direct-market exclusive title, *Dazzler*.

By 1981, he had begun to work solely for Marvel, returning to *Marvel Two-In-One* for a 13-issue run. Soon after, DeFalco transitioned to editing, with a stable including the Spider-Man family of titles, *Micronauts*, *Ghost Rider*, *G.I. Joe* and *Marvel Super-Heroes Secret Wars*. In addition to his editorial role, he still wrote a handful of titles, most notably *Amazing Spider-Man* and the 1984 *Machine Man* limited series illustrated by Barry Windsor-Smith and Herb Trimpe. In 1987, DeFalco began a celebrated run on *Thor* with artist Ron Frenz. Soon after that, he was named Marvel's editor-in-chief. A need to make up for a budget shortfall at the beginning of his EIC tenure led DeFalco to launch a line of deluxe hardcover reprints—the *Marvel Masterworks*. Under his guidance, creative freedom at Marvel expanded, as did the line of titles, and the company marked its highest-selling titles of all time, including Claremont and Lee's *X-Men*, McFarlane's *Spider-Man* and Liefeld's *X-Force*. All the while, DeFalco continued writing *Thor*, where he introduced the New Warriors and Thunderstrike.

After his tenure as editor-in-chief ended, he kept on writing for Marvel, where he was heavily involved in the Spider-Man "Maximum Carnage" and "Clone Saga" storylines. In 1998, DeFalco and Frenz teamed on an issue of *What If?* for a pivotal character debut. They introduced Mayday Parker, A.K.A. Spider-Girl, a heroine that proved to be so popular that a whole universe was built around her and the adventures of her peers. The MC2 Universe was guided and developed by DeFalco, with *Spider-Girl* leading the pack in popularity, withstanding commercial pressures and notching 100 issues thanks to a legion of loyal fans. Since his work on *Spider-Girl* wrapped up in 2010, DeFalco has returned for a stint on Archie's flagship title, written *Superboy* for DC and kept busy with various freelance projects.

RON FRENZ

Few can match Ron Frenz when it comes to consistency and longevity as an artist. He notched accomplished runs on the field's two most revered and influential characters, Spider-Man and Superman, and carried each through controversial new costume designs. When the 22-year-old broke into the industry, he began as co-penciler of *Ka-Zar the Savage*, and then *Star Wars*. Proving himself on those books, Frenz succeeded John Romita Jr. on *Amazing Spider-Man*, his artwork channeling Steve Ditko's original web-slinger. Next, he joined Tom DeFalco on a six-year-long run on *Thor* with a new look and identity for Marvel's Thunder God. Their efforts led to *Thunderstrike*, a spin-off title featuring Eric Masterson, and the creation of the New Warriors. After an influential run on DC's *Superman*, Frenz returned to Marvel to team with DeFalco on the launch of the MC2 Universe, home of Spider-Girl, the fan-favorite Marvel heroine, for which he drew dozens of issues right up to her final miniseries, *Spectacular Spider-Girl*. In 2001, Frenz joined Kurt Busiek and Erik Larsen on their revival of *The Defenders*, and was part of the jam unit that drew the Lee/Kirby homage *Fantastic Four: The World's Greatest Comics Magazine*. His most recent project is the 2013 IDW revival of *G.I. Joe: A Real American Hero* with series originator Larry Hama.

CRAIG ANDERSON

Craig Anderson's first credits at Marvel were as a writer, scripting an issue of *The Amazing Spider-Man* and a story in *The Savage Sword of Conan* in 1985. He then became editor of titles that focused on the cosmic corners of the Marvel Universe, presiding over *Silver Surfer*, *Guardians of the Galaxy, The Infinity Gauntlet* and *Warlock and the Infinity Watch*. Anderson also edited the black-and-white Conan magazines *Savage Sword of Conan* and *Conan Saga*.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

PATY COCKRUM

Already famed around the Bullpen for her enthusiastic letters to the editor, Paty Cockrum joined Marvel in the early '70s as a production assistant. Hailing from Walker Valley, NY, she worked on projects like the Marvel Value Stamps, the Slurpee Cup initiative and coloring for various titles. Cockrum also penciled pinups for the Marvel UK line as well as issues of *e Cat*, *What If?*, *My Love* and a 1985 issue of *The Amazing Spider-Man*. In 1978, she married artist Dave Cockrum

PETER DAVID

One of comics fandom's most beloved writers, Peter David has charted a path built around in-depth character study, humor and unwavering reliability. Born in 1956, David's father was a newspaper reporter and film reviewer for the *Newark Evening News*, giving his young son a front-row seat to what it took to be a professional writer. After earning a journalism degree from New York University, David began a struggling career in newspaper writing. Meanwhile, he had also been writing science fiction stories as a hobby and eventually sold a story that was published in a 1980 issue of *Asimov's Science Fiction*. Quitting newspapers, he soon joined Marvel Comics in their sales department working under the innovative Carol Kalish. David had always wanted to write, however, and during his transition from sales to writing, he was offered a chance to start with the Spider-Man family of titles. It was on *The Spectacular Spider-Man* that David made his biggest impression, with a nearly three-year run that included the milestone "Death of Jean DeWolff." After helping launch the New Universe with *Mark Hazzard: Merc*, David began what would become one of the greatest runs of any creator on a Marvel title: A twelve-year stint writing *The Incredible Hulk* that ranks among the series' all-time best. It was on Peter David's *Hulk* that Todd McFarlane first became a superstar artist and David and collaborator Dale Keown later won an Eisner Award for Best Writer/Artist Team.

In 1987, David also picked up work with DC, writing a Green Lantern serial in *Action Comics Weekly* and enjoying a long stint on *Star Trek*. The following year, he took over the writing chores of Jim Starlin's *Dreadstar* for First Comics. In the early '90s, David started a critically-acclaimed tenure on *X-Factor* and created the future Spider-Man Miguel O'Hara in the million-selling debut of *Spider-Man 2099*. Other Marvel highlights included *Hulk: Future Imperfect* with George Pérez and the adventures of Genis-Vell in *Captain Marvel*. At DC, David scripted *The Atlantis Chronicles*, a seven-issue miniseries that charted the rise and fall of Aquaman's kingdom of Atlantis, and also kicked off a four-year run on *Aquaman*. Other titles he would write included *Supergirl*, *Young Justice* and *Fallen Angel*.

In the 2000s, David would return to helm an *X-Factor* revival, write *She-Hulk* and *Friendly Neighborhood Spider-Man* and collaborate with Stephen King on a comics adaptation of *The Dark Tower*. During his entire writing career, David has also worked extensively in mediums outside of comics. He has written several novels, including *Sir Apropos of Nothing*, the Arthurian fantasy novels *Knight Life* and *One Knight Only* and numerous movie novelizations and entertainment tie-ins, particularly in the Star Trek mythos. His popular comics industry column "But I Digress" has been collected in a pair of books, and he has written a well-received instruction book, *Writing for Comics with Peter David*.

DANNY FINGEROTH

Danny Fingeroth has seen it all in the comics industry, with roles as editor, writer, executive, and historian. Born in 1953 in New York City, he was raised on a steady diet of comics, including the early issues of *Fantastic Four*, which made him a Marvel fan for life. After graduating from SUNY-Binghamton with a film studies degree, Fingeroth broke into the comics business in 1977 as an assistant editor to Larry Lieber, helping produce reprint comics of American material for Marvel's UK market.

After a few years, Danny branched out into Marvel's flagship line of comics and also began his writing career. His most significant early writing credit was *Dazzler*, which he wrote for 20 issues. Other titles he scripted included *Iron Man*, *Psi-Force*, *The Spectacular Spider-Man*, *Web of Spider-Man* and numerous Spider-Man miniseries. His 1991 series, *Darkhawk,* was a long-running hit that Fingeroth scribed for its 50-issue run. With Ron Lim, he created the *Deathtrap: The Vault* graphic novel, featuring Venom and the Avengers. As group editor of the Spider-Man titles, Fingeroth presided over *Amazing Spider-Man*, *Web of Spider-Man*, *Spider-Man* and several Venom miniseries. Other titles Fingeroth edited during his Marvel tenure included *Ka-Zar the Savage*, *Marc Spector: Moon Knight*, *Marvel Team-Up* and *New Warriors*.

Fingeroth has played various roles in media since he left Marvel in 1995, including developing Virtual Comics, an early entry in the world of digital comics, for Byron Preiss Multimedia. For TwoMorrows Publishing, Fingeroth created *Write Now!* magazine, a publication devoted to interviews with prominent comics writers, as well as articles and how-to's about writing comics and graphic novels. He has also written multiple books about comics, including the influential *Superman on the Couch: What Superheroes Really Tell Us About Ourselves and Our Society* (Continuum/Bloomsbury), held speaking engagements at places as varied as the Metropolitan Museum of Art and the Smithsonian Institution, and taught comics writing and appreciation at New York University, the New School, and Milan's MiMaster Art Institute, among other institutions.

Danny worked with Marvel legend Stan Lee both at Marvel and at other companies, and is the author of the acclaimed 2019 biography *A Marvelous Life: The Amazing Story of Stan Lee* (from St. Martin's Press/Macmillan) —and even read the audiobook version of it.

MIKE HARRIS

A graduate of New York's School of Visual Arts, Mike Harris' first years as a freelancer in comics in the mid-'80s saw him draw stories for Marvel, DC and indie publishers. His primary work at DC was on the Roy Thomas-scribed series *All-Star Squadron*. At Marvel, he settled into a recurring role drawing *Web of Spider-Man*, where he co-created the characters Chance and the Foreigner with writer David Michelinie, and also penciled an issue of the flagship title, *The Amazing Spider-Man*. It was in his early days as a professional comics artist that Harris enlisted in the New York Army National Guard in the 1-101st Cavalry. Balancing both comics and military service, he was commissioned as an officer in 1988. In the '90s, Harris' output at Marvel reflected his interest and experience in military-related material, with stints drawing *The 'Nam* and *Punisher War Zone*. He left comics behind in the mid-'90s, moving to the computer

game and animation industries. His military service eventually saw him put into active duty for combat tours in Iraq. He retired from the army in 2016 with the rank of lieutenant colonel.

GREG LAROCQUE

Baltimore native Greg LaRocque broke into comics in 1981 at DC, drawing an OMAC backup feature in *Warlord* as well as stories for the publisher's many anthology titles. By the end of the year, he expanded his freelance portfolio to include work at Marvel, with issues of *ROM*, *Moon Knight* and *Micronauts*. He drew a handful of *Avengers* issues the following year, including the classic Hawkeye/Ant-Man team-up in *Avengers* #223. That same year, LaRocque penciled one of the more memorable issues of *What If?*, pondering the question "What If the Avengers Had Become the Pawns of Korvac?" He also drew several issues of *Spectacular Spider-Man* and served lengthy stints as regular artist on *Marvel Team-Up* and *Power Man and Iron Fist*. After launching the series *Web of Spider-Man* and drawing its first five issues, LaRocque moved over to DC to take on *Legion of Super-Heroes* and *The Flash*, the latter title including a redesign of the Flash's costume. After starting his own art studio and publishing outfit, Exiled Studio, LaRocque reunited with DC and the Flash in 2011 to draw a *DC Retroactive* one-shot.

BOB MCLEOD

A graduate of the Art Institute of Fort Lauderdale in his native Florida, artist Bob McLeod worked his way up from the Marvel production department to launch *The New Mutants* with writer Chris Claremont. Recommended by Neal Adams, McLeod's first gig was with Marvel on the humor magazine *Crazy*. He later became a protégé of Adams while inking for Continuity Studios. His many Marvel credits as a penciler and/or inker include *Iron Man*, *Hulk* and *Uncanny X-Men* for Marvel and *Action Comics*, *Wonder Woman* and *New Teen Titans* for DC, but it was on *The New Mutants* that he made his mark. Tasked with developing the look of Cannonball, Sunspot, Wolfsbane and the rest of the team, McLeod penciled and inked their landmark debut in *Marvel Graphic Novel* #4. From there, he drew most of the first year and a half of their ongoing series. Outside of the comics industry, McLeod has been involved in all aspects of his creative passion, including cartooning, design, advertising, and teaching. In 2010, he reunited with Claremont for the series *New Mutants Forever*.

LOUISE SIMONSON

Louise Simonson has earned acclaim as one of the industry's top editors and writers, but her first appearance in comics was as the model for the woman Swamp Thing stalks on the *House of Secrets* #92 cover. She started her professional career in comics with Warren in the mid-'70s, first in their production department and then as editor of their black-and-white horror magazines *Creepy*, *Eerie* and *Vampirella*. In 1980, Jim Shooter recruited her to Marvel to edit licensed titles like *Battlestar Galactica*, *Star Trek* and *Shogun Warriors*, but it wasn't long before she was graduated onto the mainline Marvel Universe books. She was handed the Conan family of titles after Roy Thomas departed from Marvel, and also took the reins on *Star Wars*, *Ka-Zar the Savage* and *The X-Men*, the latter of which was on the cusp of becoming a pop-culture phenomenon. During Simonson's tenure as editor, *The X-Men* notched milestone storylines including "The Dark Phoenix Saga" and "Days of Future Past," she recruited artists Paul Smith and John Romita Jr., and the X-line expanded with titles like *The New Mutants* and the miniseries *Wolverine*, *Magik* and *Longshot*.

By the mid-'80s, Simonson moved to full-time writing, helping launch *Power Pack* with artist June Brigman, and working with artist Mary Wilshire on *Red Sonja* and an *Amazing Spider-Man Annual*, which was the first story of Marvel's flagship character to be written and drawn by women. She also scripted the first three issues of *Web of Spider-Man*. It was while writing in the X-Universe that Simonson would make her most indelible contributions to Marvel, first in taking over the writing reins of *X-Factor*, where she would co-create the iconic super villain Apocalypse, and in *The New Mutants*, where she and artist Rob Liefeld introduced the time-shifting mutant Cable. In 1991, she moved to DC where she co-wrote the "Death of Superman" saga, launched *Superman: The Man of Steel* with artist Jon Bogdanove and introduced the character Steel in a self-titled series. As the '90s closed, she returned to Marvel to write *Galactus the Devourer* and *Warlock*. Since then, she has written several young adult novels, worked for IDW and Valiant and returned to Marvel and DC for projects like *X-Factor Forever* and *Wonder Woman: Warbringer*. She and her husband, fellow comics creator Walter Simonson, married in 1980 and live in upstate New York.

MARY WILSHIRE

Underground comix artist Mary Wilshire proved her artistic versatility when she joined Marvel in 1980, starting a fifteen-year career that would see her drawing everything from humor strips to *Conan the Barbarian* to *Barbie*. Born in 1953, Wilshire attended the Pratt Institute School of Art for two years where she majored in drawing and had success getting work in underground comix published by Last Gasp. A huge fan of *MAD* as a young girl, Mary Wilshire's first mainstream work in comics was in 1980 when editor Larry Hama hired her to draw stories in *Crazy*. Her first non-humor work for Marvel was a pair of stories in the black-and-white magazine *The Savage Sword of Conan,* but it wouldn't be her last work in the world of Robert E. Howard's Hyborian Age. She took on the art chores of the 1985 *Red Sonja* series and penciled the majority of its fifteen-issue run, plus a *Marvel Super Special* issue that adapted the *Red Sonja* feature film. Wilshire also penciled a trio of *New Mutants* issues, an *Amazing Spider-Man Annual* and the four-issue limited series *Firestar*. She worked for DC in the latter part of the '80s; then, in 1990, Wilshire returned to Marvel to help launch *Barbie*, a comic-book adaptation of the popular fashion doll, which she worked on through the end of the series in 1996.

Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-25
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-23
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-15
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-17
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-25
GHOST RIDER VOLS. 1-5
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-17
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-16
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-3
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-7
MARVEL TWO-IN-ONE VOLS. 1-6
THE MIGHTY THOR VOLS. 1-22
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
OMEGA THE UNKNOWN VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-6
SPIDER-WOMAN VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-3
WARLOCK VOLS. 1-2
WEREWOLF BY NIGHT VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-15

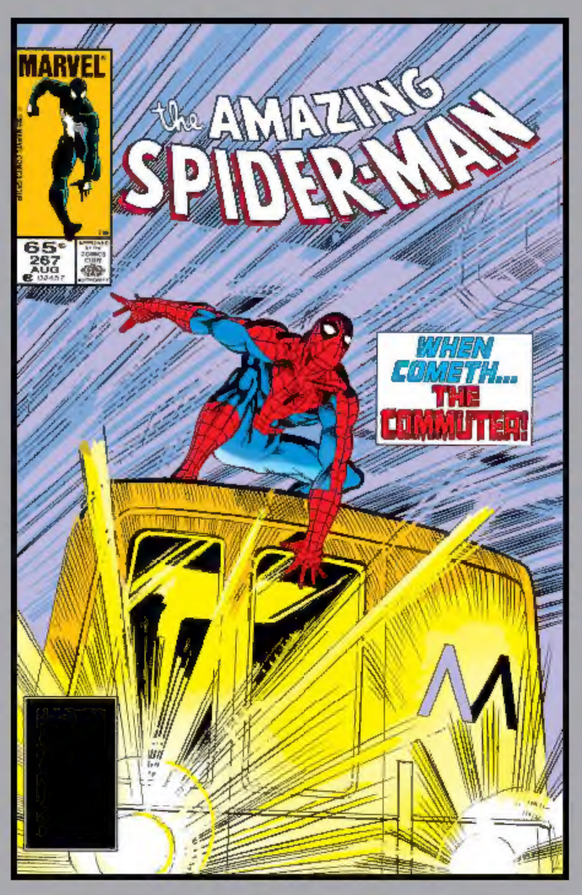
MARVEL
the AMAZING SPIDER-MAN
65¢ 263 APR
HEADS UP, SPIDEY!
THERE'S A NEW WEB-HEAD IN TOWN!

MARVEL
WEB OF SPIDER-MAN
65¢ 1 APR

MARVEL
the AMAZING SPIDER-MAN
65¢ 264 MAY
9

MARVEL
the AMAZING SPIDER-MAN
65¢ 265 JUNE
THE FOX IS BACK...
...AND SPIDEY'S GOTTA SAVE HIM!

MARVEL
the AMAZING SPIDER-MAN
65¢ 266 JULY
THIS MAN... THIS FROG!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WHEN COMETH... THE COMMUTER!

MARVEL
the AMAZING SPIDER-MAN
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CONTINUED FROM SPECTACULAR SPIDER-MAN
CONTINUES IN THIS ISSUE!
THE GOOD NEWS IS THE BEYONDER HAS TURNED THIS SKYSCRAPER INTO SOLID GOLD.
THE BAD NEWS IS THE KINGPIN WANTS HIS CUT. DON'T MISS:
"THIS GOLD IS MINE!"

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AND THERE SHALL COME A FIRELORD!

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the AMAZING SPIDER-MAN
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THIS IS A JOB FOR . . .